Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation: TR WALTER RICH ET AL MEM FD UW 43-1104403

A Employer identification number: 58-6026053

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1908 | Room/suite

B Telephone number (see page 10 of the instructions): ( ) -

City or town, state, and ZIP code: ORLANDO, FL 32802-1908

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 foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,499,664.

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).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	145,717.	148,127.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-364,023.			
	b	Gross sales price for all assets on line 6a 7,092,653.				
	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)	577.			STMT 2
	12	**Total.** Add lines 1 through 11	-217,729.	148,127.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	28,461.	14,230.		14,231.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) STMT 3	150.	NONE	NONE	150.
	b	Accounting fees (attach schedule) STMT 4	2,500.	NONE	NONE	2,500.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5		1,783.		
	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	31,111.	16,013.	NONE	16,881.
	25	Contributions, gifts, grants paid	355,500.			355,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	386,611.	16,013.	NONE	372,381.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-604,340.			
	b	**Net investment income** (if negative, enter -0-)		132,114.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	131,963.	262,059.	262,059.
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 15 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	6,467,437.	5,740,144.	6,237,605.
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)	6,599,400.	6,002,203.	6,499,664.
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. ▶ X			
27	Capital stock, trust principal, or current funds	6,467,437.	6,002,203.	
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)	6,599,400.	6,002,203.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,599,400.	6,002,203.	

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	6,599,400.
2	Enter amount from Part I, line 27a	2	-604,340.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	7,143.
4	Add lines 1, 2, and 3	4	6,002,203.
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	6,002,203.

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) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-357,303.
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.		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2009	361,762.	5,458,908.	0.06627003056
2008	386,492.	6,618,999.	0.05839130660
2007			
2006			
2005			.

2 **Total** of line 1, column (d)	2	0.12466133716
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	0.06233066858
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,960,391.
5 Multiply line 4 by line 3	5	371,515.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,321.
7 Add lines 5 and 6	7	372,836.
8 Enter qualifying distributions from Part XII, line 4	8	372,381.

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	2,642.
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	2,642.
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	2,642.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,276.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,276.
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** Paid by EFTPS ▶	9	1,366.
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 2011 estimated tax** ▶ NONE Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ______ (2) On foundation managers ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 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 ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (888) 942-3272

Located at ▶ P.O. BOX 1908, ORLANDO, FL ZIP + 4 ▶ 32902-1908

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

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] 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 [X] 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 [X] 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 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	[ ] Yes [X] No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 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 [X] No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*		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 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, 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		28,461.	-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 24 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 ▶	

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	5,942,580.
b	Average of monthly cash balances	1b	108,578.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,051,158.
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	6,051,158.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	90,767.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,960,391.
6	**Minimum investment return.** Enter 5% of line 5	6	298,020.

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	298,020.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 2,642.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	2,642.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	295,378.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	295,378.
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	295,378.

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	372,381.
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	372,381.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	372,381.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				295,378.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20___,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 NONE				
b From 2006 NONE				
c From 2007 NONE				
d From 2008 58,668.				
e From 2009 91,367.				
f Total of lines 3a through e	150,035.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 372,381.				
a Applied to 2009, 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 2010 distributable amount				295,378.
e Remaining amount distributed out of corpus	77,003.			
5 Excess distributions carryover applied to 2010 *(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	227,038.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	227,038.			
10 Analysis of line 9:				
a Excess from 2006 NONE				
b Excess from 2007 NONE				
c Excess from 2008 58,668.				
d Excess from 2009 91,367.				
e Excess from 2010 77,003.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 ▶ [X] 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				355,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	145,717.	
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	-364,023.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b 2009 990-PF REFUND			01	577.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-217,729.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -217,729.

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)
	NOT APPLICABLE

Part XVII 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.

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

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 SUNTRUST BANK | Date 04/20/2011 | Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN		04/20/2011		P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605 — Phone no. 888-942-3272

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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					850.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					11,790.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					5,869.	
		2441. DREYFUS/TBC SMALLCAP GROWTH-I PROPERTY TYPE: SECURITIES					01/30/2009	01/15/2010
110,675.00		81,774.00					28,901.00	
		1655. ISHARES MSCI EMERGING MKTS INDEX PROPERTY TYPE: SECURITIES					06/01/2009	01/15/2010
70,012.00		57,415.00					12,597.00	
		2100. ISHARES COHEN & STEERS RLTY MAJORS PROPERTY TYPE: SECURITIES					06/01/2009	01/15/2010
110,139.00		84,264.00					25,875.00	
		2656. ISHARES GSCI COMMODITY-INDEXED ETF PROPERTY TYPE: SECURITIES					06/01/2009	01/15/2010
84,968.00		81,491.00					3,477.00	
		35298.504 RIDGEWORTH FD-AGGRESSIVE GRWTH PROPERTY TYPE: SECURITIES					10/15/2008	01/15/2010
435,231.00		452,823.00					-17,592.00	
		32088.775 RIDGEWORTH FD-SEL L/C GRTH STK PROPERTY TYPE: SECURITIES					10/15/2008	01/15/2010
864,151.00		891,583.00					-27,432.00	
		17666.788 RIDGEWORTH FD-MIDCAP VAL EQTY PROPERTY TYPE: SECURITIES					12/27/2007	01/15/2010
184,441.00		228,557.00					-44,116.00	
		55442.039 RIDGEWORTH FD-LARGECAP VAL EQT PROPERTY TYPE: SECURITIES					10/15/2008	01/15/2010
626,495.00		720,427.00					-93,932.00	

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)	
		5829.646 RIDGEWORTH FD-EMERGING GROWTH # PROPERTY TYPE: SECURITIES					02/07/2007	01/15/2010
61,503.00		78,875.00					-17,372.00	
		8818.153 RIDGEWORTH FD-LARGECAP QUANT EQ PROPERTY TYPE: SECURITIES					10/15/2008	01/15/2010
89,769.00		114,975.00					-25,206.00	
		34416.614 RIDGEWORTH FD-LARGECAP GRTH ST PROPERTY TYPE: SECURITIES					10/15/2008	01/15/2010
315,600.00		375,759.00					-60,159.00	
		49780.676 RIDGEWORTH FD-LARGECAP CORE EQ PROPERTY TYPE: SECURITIES					10/15/2008	01/15/2010
633,210.00		804,673.00					-171463.00	
		9666.081 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES					06/01/2009	01/15/2010
127,496.00		110,000.00					17,496.00	
		42634.134 RIDGEWORTH FD-INTL EQTY INDEX PROPERTY TYPE: SECURITIES					03/15/2005	01/15/2010
562,344.00		563,197.00					-853.00	
		33234.583 RIDGEWORTH FD-HIGH INCOME #RGC PROPERTY TYPE: SECURITIES					06/28/2007	01/15/2010
221,010.00		252,851.00					-31,841.00	
		20764. SUNTRUST SHORT-TERM BOND FUND PROPERTY TYPE: SECURITIES					04/01/1988	01/15/2010
233,315.00		219,126.00					14,189.00	
		336205. PERSONAL HIGH QUALITY FIXED INCO PROPERTY TYPE: SECURITIES					02/15/2008	01/15/2010
1320696.00		1296479.00					24,217.00	
		71.206 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
1,600.00		1,711.00					-111.00	
		546.197 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
10,700.00		11,257.00					-557.00	

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)	
		75. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
7,834.00		7,880.00					-46.00	
		45. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
4,823.00		5,179.00					-356.00	
		32. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
1,142.00		1,224.00					-82.00	
		27. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
1,491.00		1,604.00					-113.00	
		269. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
12,807.00		13,660.00					-853.00	
		36. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
3,019.00		3,218.00					-199.00	
		267.901 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
5,500.00		5,693.00					-193.00	
		254.778 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
2,000.00		2,125.00					-125.00	
		255. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
20,426.00		20,455.00					-29.00	
		1426. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	02/10/2010
113,069.00		113,237.00					-168.00	
		480.09 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	06/24/2010
11,575.00		11,537.00					38.00	

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)	
		3537.457 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES					01/15/2010	06/24/2010
71,775.00		72,907.00					-1,132.00	
		1691. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	06/24/2010
64,606.00		64,689.00					-83.00	
		251.974 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					01/15/2010	06/24/2010
5,425.00		5,354.00					71.00	
		2317.448 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					01/15/2010	06/24/2010
30,150.00		33,904.00					-3,754.00	
		799.602 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES					01/15/2010	06/24/2010
12,050.00		11,035.00					1,015.00	
		106.952 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
2,600.00		2,570.00					30.00	
		174.817 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
3,575.00		3,603.00					-28.00	
		22. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					06/24/2010	06/28/2010
2,348.00		2,314.00					34.00	
		75. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
8,119.00		8,632.00					-513.00	
		123. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
4,716.00		4,705.00					11.00	
		154. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
8,725.00		9,149.00					-424.00	

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)	
		197. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
9,470.00		10,004.00					-534.00	
		35. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
3,006.00		3,129.00					-123.00	
		128.795 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
2,800.00		2,737.00					63.00	
		135.067 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
2,700.00		2,869.00					-169.00	
		366.181 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
4,775.00		5,357.00					-582.00	
		693.332 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
5,200.00		5,782.00					-582.00	
		95.583 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES					01/15/2010	06/28/2010
1,450.00		1,319.00					131.00	
		80. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					06/24/2010	06/28/2010
6,471.00		6,444.00					27.00	
		415. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					06/24/2010	06/28/2010
33,652.00		32,989.00					663.00	
		472.425 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
11,650.00		11,352.00					298.00	
		1419.811 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
30,100.00		29,262.00					838.00	

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)	
		511. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
56,460.00		58,810.00					-2,350.00	
		605. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
23,626.00		23,144.00					482.00	
		936. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
53,714.00		55,607.00					-1,893.00	
		1583. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
77,273.00		80,385.00					-3,112.00	
		362.998 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
7,750.00		7,714.00					36.00	
		312.5 LEGG MASON BATTERYMRC EMRG MKTS-I PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
6,600.00		6,638.00					-38.00	
		2631.674 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
36,475.00		38,501.00					-2,026.00	
		555.901 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
4,475.00		4,636.00					-161.00	
		174.419 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
2,850.00		2,407.00					443.00	
		3085. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES					01/15/2010	09/07/2010
251,025.00		247,467.00					3,558.00	

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)							-357,303.	

JSA
0E1730 2 000

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		145,717.	148,127.
	TOTAL	145,717.	148,127.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		577.
	TOTALS	577.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	150.			150.
TOTALS	150.	NONE	NONE	150.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		1,783.
TOTALS		1,783.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	5,740,144.	6,237,605.
TOTALS		5,740,144.	6,237,605.

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

DESCRIPTION		AMOUNT
CTF TAX COST ADJUSTMENT		7,143.
	TOTAL	7,143.

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 .... 28,461.

TOTAL COMPENSATION: 28,461.

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 .... 355,500.

TOTAL GRANTS PAID: 355,500.

SEE ATTACHED STATEMENT - SEE ATTACHED

02/09/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO CHILDREN'S HEALTHCARE OF ATLANTA TR TRAN#=IN001060000007 TR CD=105 REG=0 PORT=INC	-8000 00	-8000 00	1002000021 **CHANGED** 06/23/10 RDT
02/09/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO HENRY W GRADY HEALTH SYSTEM FDN TR TRAN#=IN001060000013 TR CD=105 REG=0 PORT=INC	-40000 00	-40000 00	1002000022 **CHANGED** 06/23/10 RDT
02/16/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO. PROJECT OPEN HAND/ATLANTA, INC ATLANTA, GA TR TRAN#=IN001738000009 TR CD=105 REG=0 PORT=INC	-15000 00	-15000 00	1002000026 **CHANGED** 06/23/10 RDT
02/16/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO THE GALLOWAY SCHOOL TR TRAN#=IN001738000010 TR CD=105 REG=0 PORT=INC	-25000 00	-25000 00	1002000027 **CHANGED** 06/23/10 RDT
02/16/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO ATLANTA COMMUNITY FOOD BANK ATLANTA, GA TR TRAN#=IN001738000008 TR CD=105 REG=0 PORT=INC	-25000 00	-25000 00	1002000025 **CHANGED** 06/23/10 RDT
02/16/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO UNITED NEGRO COLLEGE FUND, INC ATLANTA, GA TR TRAN#=IN001738000012 TR CD=105 REG=0 PORT=INC	-25000 00	-25000 00	1002000029 **CHANGED** 06/23/10 RDT
02/16/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO GIVINGPOINT ROSWELL, GA	-20000 00	-20000 00	1002000030 **CHANGED** 06/23/10 RDT

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEE ATTACHED (CONTINUED)				
	TR TRAN#=IN001738000013 TR CD=105 REG=0 PORT=INC				
02/16/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO WOODRUFF ARTS CENTER ATLANTA, GA TR TRAN#=IN001738000014 TR CD=105 REG=0 PORT=INC	-50000 00	-50000 00		1002000031 **CHANGED** 06/23/10 RDT
02/16/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO. KIPP METRO ATLANTA ATLANTA, GA TR TRAN#=IN001738000011 TR CD=105 REG=0 PORT=INC	-25000 00	-25000 00		1002000028 **CHANGED** 06/23/10 RDT
06/28/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO COBB ENERGY PERFORMING ARTS CENTER FOUNDATION TR TRAN#=IN003320000010 TR CD=105 REG=0 PORT=INC	-10000 00	-10000 00		1006000016 **CHANGED** 11/08/10 AEN
06/29/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO. EMORY UNIVERSITY ATLANTA, GA TR TRAN#=IN003430000006 TR CD=105 REG=0 PORT=INC	-25000 00	-25000 00		1006000026 **CHANGED** 11/08/10 AEN
06/29/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO· THE LIONHEART SCHOOL ALPHARETTA, GA TR TRAN#=IN003430000007 TR CD=105 REG=0 PORT=INC	-25000 00	-25000.00		1006000027 **CHANGED** 11/08/10 AEN
06/29/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO ATLANTA SYMPHONY ORCHESTRA ATLANTA, GA TR TRAN#=IN003430000003 TR CD=105 REG=0 PORT=INC	-25000 00	-25000 00		1006000024 **CHANGED** 11/08/10 AEN
06/29/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR SEE ATTACHED PAID TO SAMARITAN HOUSE OF ATLANTA, INC ATLANTA, GA TR TRAN#=IN003430000005 TR CD=105 REG=0 PORT=INC	-25000 00	-25000 00		1006000025 **CHANGED** 11/08/10 AEN
11/03/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT WALTER H AND MARJORY M RICH MEMORIAL FUND FOR SEE ATTACHED PAID TO GEORGIA TECH FOUNDATION TR TRAN#=IN000429000024 TR CD=105 REG=0 PORT=INC	-12500 00	-12500 00		1011000003 **CHANGED** 01/04/11 RDT
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-355500 00	-355500 00	0 00	

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

2010

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 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	75,748.
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	850.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 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	76,598.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			11,790.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-451,560.
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	5,869.
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 2009 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	-433,901.

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

Part III Summary of Parts I and II Caution: *Read the instructions before completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			76,598.
14 Net long-term gain or (loss):				
a Total for year	14a			-433,901.
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			-357,303.

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: a The loss on line 15, column (3) **or** b $3,000	16	(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 2010 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 2010 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-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: TR WALTER RICH ET AL MEM FD UW 43-1104403

Employer identification number: 58-6026053

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

(a) Description of property (Example 100 sh. 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2441. DREYFUS/TBC SMALLCAP GROWTH-I	01/30/2009	01/15/2010	110,675.00	81,774.00	28,901.00
1655. ISHARES MSCI EMERGING MKTS INDEX	06/01/2009	01/15/2010	70,012.00	57,415.00	12,597.00
2100. ISHARES COHEN & STEERS RLTY MAJORS	06/01/2009	01/15/2010	110,139.00	84,264.00	25,875.00
2656. ISHARES GSCI COMMODITY-INDEXED ETF	06/01/2009	01/15/2010	84,968.00	81,491.00	3,477.00
9666.081 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	06/01/2009	01/15/2010	127,496.00	110,000.00	17,496.00
71.206 INVESCO SMALL CAP GROWTH-I	01/15/2010	02/10/2010	1,600.00	1,711.00	-111.00
546.197 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	01/15/2010	02/10/2010	10,700.00	11,257.00	-557.00
75. ISHARES TR BARCLAYS TIPS BD ETF	01/15/2010	02/10/2010	7,834.00	7,880.00	-46.00
45. ISHARES TR S&P 500 INDEX FD	01/15/2010	02/10/2010	4,823.00	5,179.00	-356.00
32. ISHARES RUSSELL MIDCAP VALUE INDEX	01/15/2010	02/10/2010	1,142.00	1,224.00	-82.00
27. ISHARES TR RUSSELL 1000 VALUE INDEX FD	01/15/2010	02/10/2010	1,491.00	1,604.00	-113.00
269. ISHARES TR RUSSELL 1000 GROWTH INDEX	01/15/2010	02/10/2010	12,807.00	13,660.00	-853.00
36. ISHARES IBOXX $HIGHYLD CORP BD ETF	01/15/2010	02/10/2010	3,019.00	3,218.00	-199.00
267.901 JANUS PERKINS SMALL CAP VALUE-I	01/15/2010	02/10/2010	5,500.00	5,693.00	-193.00
254.778 PIMCO COMMODITY REALRTN STRATEGY-I	01/15/2010	02/10/2010	2,000.00	2,125.00	-125.00
255. VANGUARD BD INDEX SHORT TERM BD ETF	01/15/2010	02/10/2010	20,426.00	20,455.00	-29.00
1426. VANGUARD BD INDEX TOTAL BD MKT ETF	01/15/2010	02/10/2010	113,069.00	113,237.00	-168.00
480.09 INVESCO SMALL CAP GROWTH-I	01/15/2010	06/24/2010	11,575.00	11,537.00	38.00
3537.457 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	01/15/2010	06/24/2010	71,775.00	72,907.00	-1,132.00
1691. ISHARES RUSSELL MIDCAP VALUE INDEX	01/15/2010	06/24/2010	64,606.00	64,689.00	-83.00
251.974 JANUS PERKINS SMALL CAP VALUE-I	01/15/2010	06/24/2010	5,425.00	5,354.00	71.00
2317.448 MFS RESEARCH INTL-I	01/15/2010	06/24/2010	30,150.00	33,904.00	-3,754.00
799.602 ROWE T PRICE REAL ESTATE FD COM	01/15/2010	06/24/2010	12,050.00	11,035.00	1,015.00
106.952 INVESCO SMALL CAP GROWTH-I	01/15/2010	06/28/2010	2,600.00	2,570.00	30.00
1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b					

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: TR WALTER RICH ET AL MEM FD UW 43-1104403

Employer identification number: 58-6026053

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

(a) Description of property (Example 100 sh 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 174.817 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	01/15/2010	06/28/2010	3,575.00	3,603.00	-28.00
22. ISHARES TR BARCLAYS TIPS BD ETF	06/24/2010	06/28/2010	2,348.00	2,314.00	34.00
75. ISHARES TR S&P 500 INDEX FD	01/15/2010	06/28/2010	8,119.00	8,632.00	-513.00
123. ISHARES RUSSELL MIDCAP VALUE INDEX	01/15/2010	06/28/2010	4,716.00	4,705.00	11.00
154. ISHARES TR RUSSELL 1000 VALUE INDEX FD	01/15/2010	06/28/2010	8,725.00	9,149.00	-424.00
197. ISHARES TR RUSSELL 1000 GROWTH INDEX	01/15/2010	06/28/2010	9,470.00	10,004.00	-534.00
35. ISHARES IBOXX $HIGHYLD CORP BD ETF	01/15/2010	06/28/2010	3,006.00	3,129.00	-123.00
128.795 JANUS PERKINS SMALL CAP VALUE-I	01/15/2010	06/28/2010	2,800.00	2,737.00	63.00
135.067 LEGG MASON BATTERYMRC EMRG MKTS-I	01/15/2010	06/28/2010	2,700.00	2,869.00	-169.00
366.181 MFS RESEARCH INTL-I	01/15/2010	06/28/2010	4,775.00	5,357.00	-582.00
693.332 PIMCO COMMODITY REALRTN STRATEGY-I	01/15/2010	06/28/2010	5,200.00	5,782.00	-582.00
95.583 ROWE T PRICE REAL ESTATE FD COM	01/15/2010	06/28/2010	1,450.00	1,319.00	131.00
80. VANGUARD BD INDEX SHORT TERM BD ETF	06/24/2010	06/28/2010	6,471.00	6,444.00	27.00
415. VANGUARD BD INDEX TOTAL BD MKT ETF	06/24/2010	06/28/2010	33,652.00	32,989.00	663.00
472.425 INVESCO SMALL CAP GROWTH-I	01/15/2010	09/07/2010	11,650.00	11,352.00	298.00
1419.811 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	01/15/2010	09/07/2010	30,100.00	29,262.00	838.00
511. ISHARES TR S&P 500 INDEX FD	01/15/2010	09/07/2010	56,460.00	58,810.00	-2,350.00
605. ISHARES RUSSELL MIDCAP VALUE INDEX	01/15/2010	09/07/2010	23,626.00	23,144.00	482.00
936. ISHARES TR RUSSELL 1000 VALUE INDEX FD	01/15/2010	09/07/2010	53,714.00	55,607.00	-1,893.00
1583. ISHARES TR RUSSELL 1000 GROWTH INDEX	01/15/2010	09/07/2010	77,273.00	80,385.00	-3,112.00
362.998 JANUS PERKINS SMALL CAP VALUE-I	01/15/2010	09/07/2010	7,750.00	7,714.00	36.00
312.5 LEGG MASON BATTERYMRC EMRG MKTS-I	01/15/2010	09/07/2010	6,600.00	6,638.00	-38.00
2631.674 MFS RESEARCH INTL-I	01/15/2010	09/07/2010	36,475.00	38,501.00	-2,026.00
555.901 PIMCO COMMODITY REALRTN STRATEGY-I	01/15/2010	09/07/2010	4,475.00	4,636.00	-161.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2010

Name of estate or trust: TR WALTER RICH ET AL MEM FD UW 43-1104403

Employer identification number: 58-6026053

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

(a) Description of property (Example 100 sh 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 174.419 ROWE T PRICE REAL ESTATE FD COM	01/15/2010	09/07/2010	2,850.00	2,407.00	443.00
3085. VANGUARD BD INDEX SHORT TERM BD ETF	01/15/2010	09/07/2010	251,025.00	247,467.00	3,558.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 75,748.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

JSA
0F1221 3 000

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: TR WALTER RICH ET AL MEM FD UW 43-1104403

Employer identification number: 58-6026053

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

(a) Description of property (Example: 100 sh. 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 35298.504 RIDGEWORTH FD-AGGRESSIVE GRWTH #RGE6	10/15/2008	01/15/2010	435,231.00	452,823.00	-17,592.00
32088.775 RIDGEWORTH FD-SEL L/C GRTH STK #RGE4	10/15/2008	01/15/2010	864,151.00	891,583.00	-27,432.00
17666.788 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	12/27/2007	01/15/2010	184,441.00	228,557.00	-44,116.00
55442.039 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	10/15/2008	01/15/2010	626,495.00	720,427.00	-93,932.00
5829.646 RIDGEWORTH FD-EMERGING GROWTH #RGE7	02/07/2007	01/15/2010	61,503.00	78,875.00	-17,372.00
8818.153 RIDGEWORTH FD-LARGECAP QUANT EQ#RGD9	10/15/2008	01/15/2010	89,769.00	114,975.00	-25,206.00
34416.614 RIDGEWORTH FD-LARGECAP GRTH STK#RGE3	10/15/2008	01/15/2010	315,600.00	375,759.00	-60,159.00
49780.676 RIDGEWORTH FD-LARGECAP CORE EQ #RGE1	10/15/2008	01/15/2010	633,210.00	804,673.00	-171,463.00
42634.134 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	03/15/2005	01/15/2010	562,344.00	563,197.00	-853.00
33234.583 RIDGEWORTH FD-HIGH INCOME #RGCI	06/28/2007	01/15/2010	221,010.00	252,851.00	-31,841.00
20764. SUNTRUST SHORT-TERM BOND FUND	04/01/1988	01/15/2010	233,315.00	219,126.00	14,189.00
336205. PERSONAL HIGH QUALITY FIXED INCOME FUND	02/15/2008	01/15/2010	1,320,696.00	1,296,479.00	24,217.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -451,560.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	3,147.00	
JANUS PERKINS SMALL CAP VALUE-I	3,511.00	
VANGUARD BD INDEX SHORT TERM BD ETF	97.00	
VANGUARD BD INDEX TOTAL BD MKT ETF	5,035.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		11,790.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		11,790.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	850.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		850.00

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

COMMON TRUST FUNDS	5,869.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		5,869.00

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.

Investment Review (18 Items) - as of 04/20/2011 (Settle Date View) pnnt | expand | contract | save | ticker | accounts | tr

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment inform available) **Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of: 12/31/2010 Account: 1104403 - TR WALTER RICH ET AL MEM FD

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	Ma P
CASH EQUIVALENTS			**$0.00**	**0.000%**	**$0.00**	**$0.00**	**$0.00**	**0.000%**	
⊟ COINS AND CURRENCY			**$0.00**	**0.000%**	**$0.00**	**$0 00**	**$0.00**	**0.000%**	
⊞ *999999998 UNINVESTED CASH*		*0000*	*$0 00*	*0 000%*	*$0 00*	*$0 00*	*$0 00*	*0 000%*	
STIF & MONEY MARKET FUNDS			**$262,059.32**	**4.032%**	**$33.67**	**$262,059.32**	**$455.04**	**0.174%**	
⊟ TAXABLE			**$262,059.32**	**4.032%**	**$33.67**	**$262,059.32**	**$455.04**	**0.174%**	
⊞ *609010DF7 FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10*		*262,059 3200*	*$262,059 32*	*4 032%*	*$33 67*	*$262,059 32*	*$455 04*	*0 174%*	
EQUITY SECURITIES			**$4,807,462.32**	**73.965%**	**$1,631.34**	**$4,505,153.66**	**$125,776.75**	**2.616%**	
⊟ EXCHANGE TRADED FDS EQUITY			**$2,765,836.36**	**42.554%**	**$0.00**	**$2,474,110.20**	**$45,554.95**	**1.647%**	
⊞ *464287614 ISHARES TR RUSSELL 1000 GROWTH INDEX FD*		*18,799 0000*	*$1,076,430 74*	*16 561%*	*$0 00*	*$954,344 18*	*$13,685 67*	*1 271%*	*$*
⊞ *464287598 ISHARES TR RUSSELL 1000 VALUE INDEX FD*		*10,743 0000*	*$696,898 41*	*10 722%*	*$0 00*	*$635,928 04*	*$13,772 53*	*1 976%*	*$*
⊞ *464287473 ISHARES TR RUSSELL MIDCAP VALUE INDEX FD*		*6,346 0000*	*$285,633 46*	*4 395%*	*$0 00*	*$242,766 86*	*$5,571 79*	*1 951%*	*$*
⊞ *464287200 ISHARES TR S&P 500 INDEX FD*		*5,599 0000*	*$706,873 75*	*10 876%*	*$0 00*	*$641,071 12*	*$12,524 96*	*1 772%*	*$1*
⊟ EXCHANGE TRADED FDS FIXED INC			**$1,934,213.48**	**29.759%**	**$1,368.96**	**$1,925,882.11**	**$77,531.49**	**4 008%**	
⊞ *464288513 ISHARES TR IBOXX $ HIGH YIELD CORP BD ETF*		*2,374 0000*	*$214,348 46*	*3 298%*	*$1,368 96*	*$210,811 00*	*$17,688 67*	*8 252%*	*$*
⊞ *921937835 VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF*		*21,426 0000*	*$1,719,865 02*	*26 461%*	*$0 00*	*$1,715,071 11*	*$59,842 82*	*3 480%*	*$*
⊟ EXCHANGE TRADED FDS GOVT			**$107,412.48**	**1.653%**	**$262.38**	**$105,161.35**	**$2,690.31**	**2.505%**	
⊞ *464287176 ISHARES TR US TRSY INFLN PROTECTED SECS BD ETF*		*999 0000*	*$107,412 48*	*1 653%*	*$262 38*	*$105,161 35*	*$2,690 31*	*2 505%*	*$1*
MUTUAL FUNDS			**$1,430,142.06**	**22.003%**	**$0.00**	**$1,234,988.99**	**$22,342.46**	**1.562%**	
⊟ COMMODITY			**$152,155.35**	**2.341%**	**$0.00**	**$135,431.55**	**$13,626.83**	**8.956%**	
⊞ *722005667 PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL Rating N/A*		*16,378 4010*	*$152,155 35*	*2 341%*	*$0 00*	*$135,431 55*	*$13,626 83*	*8 956%*	
⊟ INTL EMERGING			**$190,673.61**	**2.934%**	**$0.00**	**$163,193.68**	**$1,335.18**	**0.700%**	
⊞ *52465U607 LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL Rating. N/A*		*7,808.0920*	*$190,673 61*	*2 934%*	*$0 00*	*$163,193 68*	*$1,335 18*	*0 700%*	*$*
⊟ MID CAP GROWTH			**$352,101.00**	**5.417%**	**$0.00**	**$298,020.60**	**$0.00**	**0.000%**	
⊞ *38142Y401*		*14,460 0000*	*$352,101 00*	*5 417%*	*$0.00*	*$298,020 60*	*$0 00*	*0 000%*	*$*

GOLDMAN SACHS TR *GROWTH OPPORTUNITIES FD INSTL CL* *Rating N/A*								
OTHER INTL EQUITY		**$341,482.31**	**5.254%**	**$0.00**	**$318,412.12**	**$5,049.32**	**1.479%**	
552983470 *MFS FDS* *RESEARCH INTL FD INSTL CL* *Rating N/A*	*21,764 3280*	*$341,482 31*	*5.254%*	*$0 00*	*$318,412 12*	*$5,049 32*	*1 479%*	*$*
REIT FDS		**$69,003.85**	**1.062%**	**$0.00**	**$54,414.46**	**$1,656.09**	**2.400%**	
779919109 *PRICE T ROWE FDS* *REAL ESTATE FD* *Rating N/A*	*3,943 0770*	*$69,003 85*	*1 062%*	*$0 00*	*$54,414 46*	*$1,656 09*	*2 400%*	*$*
SMALL CAP GROWTH		**$186,084.68**	**2.863%**	**$0.00**	**$148,904.93**	**$0.00**	**0.000%**	
00141M622 *INVESCO GROWTH SER* *SMALL CAP GROWTH FD CL INSTL* *Rating N/A*	*6,196 6260*	*$186,084 68*	*2 863%*	*$0 00*	*$148,904 93*	*$0 00*	*0 000%*	*$*
SMALL CAP VALUE		**$138,641.28**	**2.133%**	**$0.00**	**$116,611.65**	**$675.03**	**0.487%**	
47103C183 *JANUS FDS* *PERKINS SMALL CAP VALUE FD CL I* *Rating N/A*	*5,769 5080*	*$138,641 28*	*2 133%*	*$0 00*	*$116,611 65*	*$675 03*	*0 487%*	*$*
MISCELLANEOUS ASSETS		**$0.00**	**0.000%**	**$0.00**	**$1.00**	**$0.00**	**0.000%**	
ACCOUNT RECEIVABLES		**$0.00**	**0.000%**	**$0.00**	**$1.00**	**$0.00**	**0.000%**	
997000HZ0 *CLASS ACTION PENDING* *MCKESSON/HBOC INC* *ON RCPT OF FINAL PMT*	*1 0000*	*$0 00*	*0 000%*	*$0 00*	*$1 00*	*$0 00*	*0 000%*	
TOTAL:		**$6,499,663.70**	**100%**	**$1,665.01**	**$6,002,202.97**	**$148,574.25**	**2.286%**	

Please note. Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing