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 JUL 1, 2010 , and ending JUN 30, 2011

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: THE RICH FOUNDATION

A Employer identification number: 62-1588498

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1869

Room/suite:

B Telephone number: 615-309-2313

City or town, state, and ZIP code: BRENTWOOD, TN 37024-1869

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 ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,113,891.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

SCANNED DEC 07 2011

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))	(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	20,208.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20,190.	20,190.		STATEMENT 1
	4 Dividends and interest from securities	52,559.	52,559.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	591,174.			
	b Gross sales price for all assets on line 6a 1,631,297.				
	7 Capital gain net income (from Part IV, line 2)		591,174.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	684,131.	663,923.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,800.	1,800.	0.	0.
	c Other professional fees STMT 4	15,266.	15,266.	0.	0.
	17 Interest				
	18 Taxes STMT 5	291.	291.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,357.	17,357.	0.	0.
	25 Contributions, gifts, grants paid	125,000.			125,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	142,357.	17,357.	0.	125,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	541,774.			
	b **Net investment income** (if negative, enter -0-)		646,566.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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LHA **For Paperwork Reduction Act Notice, see the instructions.**

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Form **990-PF** (2010)

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,158,193.		
	2	Savings and temporary cash investments			
	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			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	961,979.	0.	0.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	188,209.	2,705,459.	3,113,891.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,308,381.	2,705,459.	3,113,891.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	1,327,904.	1,078,416.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	980,477.	1,627,043.	
	30	**Total net assets or fund balances**	2,308,381.	2,705,459.	
	31	**Total liabilities and net assets/fund balances**	2,308,381.	2,705,459.	

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	2,308,381.
2	Enter amount from Part I, line 27a	2	541,774.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,850,155.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	144,696.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,705,459.

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				
b	SEE ATTACHED STATEMENT			
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	1,631,297.		1,040,123.	591,174.

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				591,174.

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	591,174.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	143,810.	2,565,485.	.056056
2008	126,000.	2,878,239.	.043777
2007	105,000.	3,053,248.	.034390
2006	105,000.	3,002,366.	.034972
2005	105,000.	2,827,641.	.037133

2	**Total** of line 1, column (d)	2	.206328
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	.041266
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,096,558.
5	Multiply line 4 by line 3	5	127,783.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,466.
7	Add lines 5 and 6	7	134,249.
8	Enter qualifying distributions from Part XII, line 4	8	125,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	12,931.
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	0.
3 Add lines 1 and 2			3	12,931.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	12,931.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,578.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,578.
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	11,353.
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** ▶ | **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 instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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 instructions) ▶ TN			
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)? *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 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 ▶ PATTI R GORDON Telephone no. ▶ 615-309-2313

Located at ▶ P.O. BOX 1869, BRENTWOOD, TN ZIP+4 ▶ 37024-1869

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

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

			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 ☒ 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 22 of the instructions)?	N/A	1b		
	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 ☒ 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 instructions)	N/A	2b		
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 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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

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

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.

(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
PATTI R GORDON 232 CRAIGHEAD AVENUE NASHVILLE, TN 37205	TRUSTEE 1.00	0.	0.	0.
DAVID TATE RICH 2120 CRESTMOOR ROAD, SUITE 3020 NASHVILLE, TN 37215	TRUSTEE 1.00	0.	0.	0.
AMY LUCILE RICH 3602 HAMPTON AVENUE NASHVILLE, TN 37215	TRUSTEE 1.00	0.	0.	0.
JOHN WILLIAM RICH 2120 CRESTMOOR ROAD, SUITE 3020 NASHVILLE, TN 37215	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,759,308.
b	Average of monthly cash balances	1b	384,406.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,143,714.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,143,714.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,156.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,096,558.
6	**Minimum investment return.** Enter 5% of line 5	6	154,828.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	154,828.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 12,931.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	12,931.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	141,897.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	141,897.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	141,897.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	125,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	125,000.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	125,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				141,897.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			123,774.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 125,000.				
a Applied to 2009, but not more than line 2a			123,774.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,226.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				140,671.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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 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
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					
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 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).)

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 9				
Total			▶ 3a	125,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20,190.	
4 Dividends and interest from securities			14	52,559.	
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	591,174.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		663,923.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 663,923.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(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: Hattie K. Gordon

Date: 11-11-11

Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name: JONATHAN W. COOKE

Preparer's signature: J. W. Cooke

Date: 11/10/11

Check ☐ if self- employed

PTIN

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C.

Firm's EIN ▶

Firm's address ▶ P.O. BOX 1869
BRENTWOOD, TN 37024-1869

Phone no. (615)377-4600

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
THE RICH FOUNDATION	62-1588498

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE RICH FOUNDATION

Employer identification number

62-1588498

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	J RICH CHARITABLE LEAD TRUST 40 BURTON HILLS BLVD, SUITE 300 NASHVILLE, TN 37215	$ 20,208.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE RICH FOUNDATION	62-1588498

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

THE RICH FOUNDATION

Employer identification number

62-1588498

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less for the year** (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE RICH FOUNDATION

CONTINUATION FOR 990-PF, PART IV

62-1588498 PAGE 1 OF 1

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	WOODMONT INVESTMENTS (ATTACHMENT 1)	P	VARIOUS	VARIOUS
b	WOODMONT INVESTMENTS (ATTACHMENT 1)	P	VARIOUS	VARIOUS
c	WOODMONT INVESTMENTS (ATTACHMENT 2)	P	VARIOUS	VARIOUS
d	WOODMONT INVESTMENTS (ATTACHMENT 2)	P	VARIOUS	VARIOUS
e	456 MIRANT CORP	P	VARIOUS	07/12/10
f	GMAC BANK NOTE	P	03/24/09	09/27/10
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	63,789.		56,232.	7,557.
b	753,107.		406,382.	346,725.
c	92,488.		88,646.	3,842.
d	625,757.		300,903.	324,854.
e	1,156.		92,960.	-91,804.
f	95,000.		95,000.	0.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				7,557.
b				346,725.
c				3,842.
d				324,854.
e				-91,804.
f				0.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	591,174.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Attachment 1

WOODMONT INVESTMENT COUNSEL
REALIZED GAINS AND LOSSES
RICH FOUNDATION
145-75361 CS #8497-6123
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-01-98	11-02-10	1,800	VENTAS INC	29,892		96,752		66,860
02-12-10	11-04-10	500	ANNALY CAP MGMT	8,654		8,917	263	
02-12-10	11-04-10	500	ANNALY CAP MGMT	8,654		8,917	263	
02-12-10	11-04-10	200	ANNALY CAP MGMT	3,462		3,567	106	
02-12-10	11-04-10	100	ANNALY CAP MGMT	1,731		1,784	53	
02-12-10	11-04-10	100	ANNALY CAP MGMT	1,731		1,784	53	
12-18-09	11-04-10	6	SIMON PROPERTY GRP	453		618	165	
09-18-09	11-04-10	7	SIMON PROPERTY GRP	465		721		256
06-19-09	11-04-10	9	SIMON PROPERTY GRP	476		927		451
03-18-09	11-04-10	23	SIMON PROPERTY GRP	781		2,370		1,589
07-30-01	11-04-10	300	SIMON PROPERTY GRP	8,582		30,907		22,325
05-01-98	11-04-10	700	VENTAS INC	11,625		38,220		26,595
05-01-98	11-04-10	100	VENTAS INC	1,661		5,461		3,800
05-01-98	11-04-10	100	VENTAS INC	1,661		5,460		3,799
05-01-98	11-04-10	100	VENTAS INC	1,661		5,460		3,799
02-12-10	11-09-10	400	ISHARES SILVER TRUST	6,160		10,816	4,656	
12-06-07	11-10-10	138	SOUTHERN CO	5,337		5,246		-92
09-08-08	11-10-10	153	SOUTHERN CO	5,759		5,813		54
12-08-08	11-10-10	157	SOUTHERN CO	5,823		5,977		154
12-06-06	11-10-10	134	SOUTHERN CO	4,917		5,089		172
06-06-08	11-10-10	159	SOUTHERN CO	5,692		6,028		336
09-06-07	11-10-10	149	SOUTHERN CO	5,278		5,645		368
09-06-05	11-10-10	127	SOUTHERN CO	4,474		4,809		335
03-06-07	11-10-10	141	SOUTHERN CO	4,969		5,346		377
06-06-07	11-10-10	148	SOUTHERN CO	5,218		5,613		395
12-06-05	11-10-10	128	SOUTHERN CO	4,521		4,879		358
03-06-08	11-10-10	154	SOUTHERN CO	5,393		5,853		460
06-06-05	11-10-10	128	SOUTHERN CO	4,426		4,874		449
09-06-06	11-10-10	143	SOUTHERN CO	4,862		5,424		562
03-06-06	11-10-10	134	SOUTHERN CO	4,569		5,109		540
12-06-04	11-10-10	127	SOUTHERN CO	4,156		4,811		654
03-07-05	11-10-10	128	SOUTHERN CO	4,202		4,869		667
06-06-06	11-10-10	147	SOUTHERN CO	4,805		5,600		795
06-06-03	11-10-10	48	SOUTHERN CO	1,493		1,814		322

Attachment 1

WOODMONT INVESTMENT COUNSEL
REALIZED GAINS AND LOSSES

RICH FOUNDATION
145-75361 CS #8497-6123
From 01-01-10 Through 12-31-10

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
05-01-98	11-10-10	600	VENTAS INC	9,964		32,533		22,569
05-01-98	11-10-10	100	VENTAS INC	1,661		5,422		3,762
05-01-98	11-10-10	100	VENTAS INC	1,661		5,422		3,762
05-01-98	11-10-10	100	VENTAS INC	1,661		5,422		3,762
05-01-98	11-10-10	100	VENTAS INC	1,661		5,422		3,761
06-06-03	11-11-10	71	SOUTHERN CO	2,223		2,708		485
03-08-04	11-11-10	128	SOUTHERN CO	3,930		4,871		941
09-09-04	11-11-10	134	SOUTHERN CO	4,108		5,112		1,004
12-09-03	11-11-10	130	SOUTHERN CO	3,884		4,948		1,064
06-07-04	11-11-10	0	SOUTHERN CO	8		10		2
06-07-04	11-11-10	136	SOUTHERN CO	3,967		5,173		1,206
06-08-09	11-11-10	214	SOUTHERN CO	6,226		8,135		1,909
09-08-03	11-11-10	132	SOUTHERN CO	3,838		5,027		1,189
09-06-02	11-11-10	125	SOUTHERN CO	3,581		4,759		1,178
03-06-03	11-11-10	128	SOUTHERN CO	3,671		4,891		1,220
03-06-09	11-11-10	210	SOUTHERN CO	5,889		7,990		2,100
06-06-02	11-11-10	129	SOUTHERN CO	3,459		4,926		1,466
12-29-93	11-11-10	0	SOUTHERN CO	9		13		4
12-06-02	11-11-10	138	SOUTHERN CO	3,624		5,247		1,623
03-06-02	11-11-10	131	SOUTHERN CO	3,416		4,989		1,573
12-06-01	11-11-10	146	SOUTHERN CO	3,367		5,554		2,187
06-08-98	11-11-10	47	SOUTHERN CO	792		1,799		1,007
05-01-98	11-11-10	900	VENTAS INC	14,946		48,887		33,941
05-01-98	11-11-10	400	VENTAS INC	6,643		21,726		15,083
05-01-98	11-11-10	400	VENTAS INC	6,643		21,726		15,083
05-01-98	11-11-10	300	VENTAS INC	4,982		16,295		11,313
10-06-09	11-12-10	3,000	INVESTORS REAL ESTATE TRUST	25,052		26,518		1,465
05-06-09	11-15-10	95,000	MIDFIRST BANK 1.650% Due 11-15-10	95,000	0	95,000		0
06-08-98	11-29-10	74	SOUTHERN CO	1,240		2,775		1,535
03-06-98	11-29-10	131	SOUTHERN CO	2,005		4,925		2,920
04-03-96	11-29-10	94	SOUTHERN CO	1,394		3,542		2,149
12-18-95	11-29-10	129	SOUTHERN CO	1,884		4,834		2,950

Attachment 1

WOODMONT INVESTMENT COUNSEL
REALIZED GAINS AND LOSSES
RICH FOUNDATION
145-75361 CS #8497-6123
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-08-97	11-29-10	134	SOUTHERN CO	1,919		5,027		3,108
06-13-96	11-29-10	99	SOUTHERN CO	1,412		3,729		2,317
10-03-96	11-29-10	104	SOUTHERN CO	1,431		3,899		2,468
12-18-96	11-29-10	107	SOUTHERN CO	1,451		4,004		2,554
10-04-95	11-29-10	138	SOUTHERN CO	1,858		5,179		3,321
07-07-95	11-29-10	137	SOUTHERN CO	1,833		5,121		3,288
09-08-97	11-29-10	143	SOUTHERN CO	1,890		5,368		3,478
03-17-97	11-29-10	140	SOUTHERN CO	1,834		5,238		3,404
12-29-93	11-29-10	120	SOUTHERN CO	1,558		4,502		2,944
06-09-97	11-29-10	143	SOUTHERN CO	1,862		5,381		3,519
04-05-94	11-29-10	132	SOUTHERN CO	1,644		4,953		3,309
12-14-94	11-29-10	138	SOUTHERN CO	1,721		5,187		3,466
03-17-95	11-29-10	152	SOUTHERN CO	1,805		5,684		3,879
07-06-94	11-29-10	144	SOUTHERN CO	1,667		5,420		3,752
09-22-94	11-29-10	151	SOUTHERN CO	1,693		5,679		3,986
09-01-93	11-29-10	91	SOUTHERN CO	0		3,418		3,418
07-30-01	11-29-10	200	SIMON PROPERTY GRP	5,721		19,641		13,919
02-12-10	11-30-10	4,000.000	ABERDEEN ASIA PAC INCOME	25,387		27,386	1,998	
TOTAL GAINS							7,557	346,817
TOTAL LOSSES							0	-92
				462,614	0	816,897	7,557	346,725
TOTAL REALIZED GAIN/LOSS			354,282					

Attachment 2

WOODMONT INVESTMENT COUNSEL
REALIZED GAINS AND LOSSES

RICH FOUNDATION
145-75361 CS #8497-6123
From 01-01-11 Through 06-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-01-98	01-19-11	300	VENTAS INC	4,982		15,963		10,981
05-01-98	01-19-11	200	VENTAS INC	3,321		10,642		7,320
05-01-98	01-19-11	200	VENTAS INC	3,321		10,642		7,320
05-01-98	01-19-11	100	VENTAS INC	1,661		5,321		3,660
02-12-10	02-07-11	2,200.000	WESTERN ASSET GLOBAL	25,544		26,690	1,146	
02-25-09	03-04-11	95,000	CAPMARK BANK 2.500% Due 03-04-11	95,000	0	95,000		0
09-16-10	03-10-11	10.639	AMERICAN BALANCED FUND C	177		194	17	
03-09-10	03-10-11	10.834	AMERICAN BALANCED FUND C	178		198		19
02-23-10	03-10-11	3,097.893	AMERICAN BALANCED FUND C	50,000		56,475		6,475
06-10-10	03-10-11	11.358	AMERICAN BALANCED FUND C	178		207	29	
09-21-10	03-10-11	7.976	CAP INCOME BUILDER CL C	383		403	19	
03-23-10	03-10-11	7.303	CAP INCOME BUILDER CL C	349		369	19	
02-23-10	03-10-11	1,075.963	CAP INCOME BUILDER CL C	50,000		54,304		4,304
06-22-10	03-10-11	8.342	CAP INCOME BUILDER CL C	382		421	39	
09-21-10	03-10-11	28.792	INCOME FUND OF AMERICA C	449		485	37	
03-23-10	03-10-11	28.582	INCOME FUND OF AMERICA C	445		482	37	
02-23-10	03-10-11	3,309.067	INCOME FUND OF AMERICA C	50,000		55,791		5,791
06-22-10	03-10-11	29.680	INCOME FUND OF AMERICA C	448		500	53	
09-01-93	03-10-11	100	SOUTHERN CO	0		3,848		3,848
09-01-93	03-10-11	100	SOUTHERN CO	0		3,848		3,848
09-01-93	03-10-11	100	SOUTHERN CO	0		3,848		3,848
09-01-93	03-10-11	100	SOUTHERN CO	0		3,848		3,848
09-01-93	03-10-11	100	SOUTHERN CO	0		3,848		3,848
07-30-01	03-10-11	200	SIMON PROPERTY GRP	5,721		21,184		15,463
05-01-98	03-10-11	300	VENTAS INC	4,982		15,773		10,791
05-01-98	03-10-11	200	VENTAS INC	3,321		10,515		7,194
05-01-98	03-10-11	100	VENTAS INC	1,661		5,258		3,597
05-01-98	03-10-11	100	VENTAS INC	1,661		5,258		3,597
09-01-93	03-15-11	1,000	SOUTHERN CO	0		37,042		37,042
02-12-10	04-18-11	400	ISHARES SILVER TRUST	6,160		16,683		10,523
02-12-10	04-20-11	300	ISHARES SILVER TRUST	4,620		13,074		8,454
09-01-93	05-05-11	400	SOUTHERN CO	0		15,733		15,733

Attachment 2

WOODMONT INVESTMENT COUNSEL
REALIZED GAINS AND LOSSES

RICH FOUNDATION
145-75361 CS #8497-6123
From 01-01-11 Through 06-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-01-93	05-05-11	300	SOUTHERN CO	0		11,799		11,799
09-01-93	05-05-11	100	SOUTHERN CO	0		3,933		3,933
09-01-93	05-05-11	100	SOUTHERN CO	0		3,933		3,933
09-01-93	05-05-11	100	SOUTHERN CO	0		3,933		3,933
09-01-93	05-13-11	500	SOUTHERN CO	0		20,141		20,141
07-30-01	05-13-11	100	SIMON PROPERTY GRP	2,861		11,560		8,699
05-01-98	05-18-11	100	VENTAS INC	1,661		5,446		3,786
05-01-98	05-18-11	50	VENTAS INC	830		2,723		1,893
05-01-98	05-18-11	50	VENTAS INC	830		2,723		1,893
05-01-98	05-18-11	50	VENTAS INC	830		2,723		1,893
09-01-93	06-10-11	1,500	SOUTHERN CO	0		59,304		59,304
02-03-11	06-13-11	60,000	U S TREASURY NOTE 2.750% Due 05-31-17	60,291	-15	62,721	2,445	
07-30-01	06-14-11	158	NUSTAR ENERGY LP	629		10,047		9,417
07-30-01	06-14-11	200	SIMON PROPERTY GRP	5,721		22,624		16,902
01-07-02	06-30-11	61	PHARMERICA CORP	950		774		-176
TOTAL GAINS							3,842	325,030
TOTAL LOSSES							0	-176
				389,549	-15	718,230	3,842	324,854
TOTAL REALIZED GAIN/LOSS			328,696					

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST	20,190.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20,190.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	52,559.	0.	52,559.
TOTAL TO FM 990-PF, PART I, LN 4	52,559.	0.	52,559.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & ACCOUNTING	1,800.	1,800.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,800.	1,800.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	15,266.	15,266.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	15,266.	15,266.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	291.	291.	0.	0.
TO FORM 990-PF, PG 1, LN 18	291.	291.	0.	0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ADJUST COST BASIS OF STOCK - SOUTHERN CO.	144,696.
TOTAL TO FORM 990-PF, PART III, LINE 5	144,696.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BONDS	COST	0.	0.
WOODMONT INVESTMENTS	COST	2,705,459.	3,113,891.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,705,459.	3,113,891.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMERS ASSOCIATION - MIDDLE TN 4205 HILLSBORO ROAD #216 NASHVILLE, TN 37215	NONE CONTRIBUTION		1,000.
BOY SCOUTS PO BOX 150409 NASHVILLE, TN 37215	NONE CONTRIBUTION		6,000.
CHEEKWOOD PO BOX 50438 NASHVILLE, TN 37205	NONE CONTRIBUTION		3,000.
CHIPS TRANSISTIONAL LIVING 840 YOUNGS LANE NASHVILLE, TN 37207	NONE CONTRIBUTION		500.
CYSTIC FIBROSIS FOUNDATION 4825 TROUSDALE DRIVE #104 NASHVILLE, TN 37220	NONE CONTRIBUTION		500.
ENSWORTH SCHOOL 211 ENSWORTH AVE NASHVILLE, TN 37205	NONE CONTRIBUTION		5,000.
FISHER HOUSE 1401 ROCKVILLE PIKE #600 ROCKVILLE, MD 20852	NONE CONTRIBUTION		2,500.
HARPETH HALL SCHOOL 3801 HOBBS ROAD NASHVILLE, TN 37215	NONE CONTRIBUTION		18,500.

INJURED MARINES SEMPER FI FUND 825 COLLEGE BLVD #102 OCEANSIDE, CA 92057	NONE CONTRIBUTION	2,500.
JUVENILE DIABETES RESEARCH FOUNDATION 105 WESTPARK STE 415 NASHVILLE, TN 37027	NONE CONTRIBUTION	500.
LEAGUE FOR THE DEAF & HARD OF HEARING 415 4TH AVE SOUTH NASHVILLE, TN 37201	NONE CONTRIBUTION	500.
LONE OAK DAY CAMP PO BOX 1095 FRANKLIN, TN 37065	NONE CONTRIBUTION	500.
LOUISVILLE PRESBYTERIAN SEMINARY 1044 ALTA VISTA ROAD LOUISVILLE, KY 40205	NONE CONTRIBUTION	1,000.
MARTHA O'BRYAN 711 S 7TH STREET NASHVILLE, TN 37206	NONE CONTRIBUTION	15,500.
MONTGOMERY BELL ACADEMY 4001 HARDING ROAD NASHVILLE, TN 37205	NONE CONTRIBUTION	8,500.
NASHVILLE BALLET 3630 REDMON STREET NASHVILLE, TN 37209	NONE CONTRIBUTION	15,000.
PASTORIAL COUNSELING 100 VICE COURT NASHVILLE, TN 37205	NONE CONTRIBUTION	500.
RAPE & SEXUAL ABUSE CENTER 101 FRENCH LANDING DRIVE NASHVILLE, TN 37228	NONE CONTRIBUTION	500.

SADDLE UP 1549 OLD HILLSBORO ROAD NASHVILLE, TN 37069	NONE CONTRIBUTION	500.
SALVATION ARMY PO BOX 78625 NASHVILLE, TN 37207	NONE CONTRIBUTION	5,000.
THE NASHVILLE SHAKESPEARE FESTIVAL 1604 8TH AVENUE SOUTH NASHVILLE, TN 37203	NONE CONTRIBUTION	500.
TN GOLF FOUNDATION 400 FRANKLIN ROAD FRANKLIN, TN 37069	NONE CONTRIBUTION	5,000.
VANDERBILT PEABODY COLLEGE VANDERBILT 102 ALUMNI HALL NASHVILLE, TN 37240	NONE CONTRIBUTION	1,000.
WESTMINSTER PRESBYTERIAN CHURCH 3900 WEST END AVENUE NASHVILLE, TN 37205	NONE CONTRIBUTION	3,000.
WPLN 630 MAINSTREAM DRIVE NASHVILLE, TN 37228	NONE CONTRIBUTION	500.
BAL D'HIVER PO BOX 150327 NASHVILLE, TN 37215	NONE CONTRIBUTION	250.
BELMONT UNIVERSITY 1900 BELMONT BOULEVARD NASHVILLE, TN 37212	NONE CONTRIBUTION	500.
BOYS & GIRLS CLUB PO BOX 110268 NASHVILLE, TN 37211	NONE CONTRIBUTION	5,000.

CUMBERLAND VALLEY GIRL SCOUTS 4522 GRANNY WHITE PIKE NASHVILLE, TN 37204	NONE CONTRIBUTION	5,000.
FIRST MARKS CEMETARY ASSOCIATION PO BOX 332 MARKS, MS 38646	NONE CONTRIBUTION	10,000.
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DRIVE NASHVILLE, TN 37204	NONE CONTRIBUTION	500.
MEN OF VALOR 1420 DONELSON PIKE, SUITE B-6 NASHVILLE, TN 37217	NONE CONTRIBUTION	250.
NATIONS MINISTRY CENTER 5800 MAUDINA AVENUE NASHVILLE, TN 37209	NONE CONTRIBUTION	500.
YMCA 1000 CHURCH STREET NASHVILLE, TN 37203	NONE CONTRIBUTION	5,000.
WOOMONT CHRISTIAN CHURCH 3601 HILLSBORO ROAD NASHVILLE, TN 37215	NONE CONTRIBUTION	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		125,000.