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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 instructions): ( ) -

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

C If exemption application is pending, check here ▶ [X]

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 ▶ [ ]

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

H Check type of organization: [ ] Section 501(c)(3) exempt private foundation [X] 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) ▶ $ 6,304,420.

J Accounting method: [X] 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 instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	177,851.	180,224.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	323,057.			
	b Gross sales price for all assets on line 6a 4,570,795.				
	7 Capital gain net income (from Part IV, line 2)		323,055.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	500,908.	503,279.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	25,707.	21,281.		4,426.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	4,010.	3,322.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	32,217.	24,603.	NONE	6,926.
	25 Contributions, gifts, grants paid	152,500.			152,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	184,717.	24,603.	NONE	159,426.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	316,191.			
	b **Net investment income** (if negative, enter -0-)		478,676.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	262,059.	215,343.	215,344.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	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 4	5,740,144.	6,103,051.	6,089,076.
	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)	6,002,203.	6,318,394.	6,304,420.
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	6,002,203.	6,318,394.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	6,002,203.	6,318,394.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,002,203.	6,318,394.	

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	6,002,203.
2 Enter amount from Part I, line 27a	2	316,191.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,318,394.
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	6,318,394.

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	PUBLICLY TRADED SECURITIES			
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	4,530,504.		4,247,740.	282,764.
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				282,764.
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	323,055.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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 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))
2010	372,381.	5,960,391.	0.06247593488
2009	361,762.	5,458,908.	0.06627003056
2008	386,492.	6,618,999.	0.05839130660
2007			
2006			

2 **Total** of line 1, column (d)	2	0.18713727204
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	0.06237909068
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,411,845.
5 Multiply line 4 by line 3	5	399,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,787.
7 Add lines 5 and 6	7	404,752.
8 Enter qualifying distributions from Part XII, line 4	8	159,426.

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	9,574.
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	9,574.
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	9,574.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,644.		
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	2,644.
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** EFTPS ▶		9	6,930.
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 2012 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	N/A	
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) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 N/A

			Yes	No
16	At any time during calendar year 2011, 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 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

			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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? [ ] Yes [X] No

If "Yes," list the years ▶ ____ , ____ , ____ , ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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

			Yes	No
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	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 2011?	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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 instructions)	[ ] Yes [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] 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 [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
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 [X] 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 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 5		25,707.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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

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

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

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	6,389,338.
b	Average of monthly cash balances	1b	120,149.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,509,487.
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	6,509,487.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97,642.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,411,845.
6	**Minimum investment return.** Enter 5% of line 5	6	320,592.

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	320,592.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,574.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,574.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	311,018.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	311,018.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	311,018.

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	159,426.
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	159,426.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	159,426.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				311,018.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			NONE	
b	Total for prior years: 20 09 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 NONE				
b	From 2007 NONE				
c	From 2008 58,668.				
d	From 2009 91,367.				
e	From 2010 77,003.				
f	**Total** of lines 3a through e	227,038.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 159,426.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				159,426.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	151,592.			151,592.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	75,446.			
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 instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	75,446.			
10	Analysis of line 9:				
a	Excess from 2007 NONE				
b	Excess from 2008 NONE				
c	Excess from 2009 NONE				
d	Excess from 2010 75,446.				
e	Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 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 7				
Total . . . . ▶ **3a**				152,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	177,851.	
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	323,057.	
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)				500,908.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 500,908.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [signature] Date: 04/25/2012 Title: TRUSTEE

SUNTRUST BANK

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	04/25/2012		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 LONG-TERM CAPITAL GAIN DIVIDENDS					37,373.	
		299.313 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
9,150.00		7,192.00					1,958.00	
		923.535 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
31,825.00		22,193.00					9,632.00	
		3006.511 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
99,275.00		72,246.00					27,029.00	
		675.813 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	04/27/2011
13,300.00		12,861.00					439.00	
		3456.51 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	07/18/2011
64,775.00		65,777.00					-1,002.00	
		3385.936 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES					05/26/2011	07/18/2011
30,575.00		30,744.00					-169.00	
		804.176 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
7,125.00		7,302.00					-177.00	
		5812.285 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES					05/26/2011	10/18/2011
50,625.00		52,776.00					-2,151.00	
		869.83 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
21,450.00		17,927.00					3,523.00	
		1671.675 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
44,500.00		34,453.00					10,047.00	

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)	
		701.391 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
15,802.00		14,456.00					1,346.00	
		50.939 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
1,148.00		1,275.00					-127.00	
		47. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					09/07/2010	01/26/2011
5,033.00		5,066.00					-33.00	
		926. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	05/26/2011
102,616.00		97,293.00					5,323.00	
		177. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					04/27/2011	05/26/2011
19,615.00		19,495.00					120.00	
		170. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					01/26/2011	04/27/2011
22,970.00		22,138.00					832.00	
		321. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
43,373.00		36,943.00					6,430.00	
		5278. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					06/24/2010	07/18/2011
689,885.00		604,128.00					85,757.00	
		305. ISHARES IBOXX INVT GRADE CORP BD ET PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
34,186.00		33,931.00					255.00	
		449. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
20,670.00		17,177.00					3,493.00	
		5897. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	03/28/2011
279,462.00		225,590.00					53,872.00	

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)	
		501. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/26/2011	04/27/2011
34,785.00		33,459.00					1,326.00	
		468. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
32,494.00		27,803.00					4,691.00	
		362. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
24,117.00		21,506.00					2,611.00	
		328. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
19,543.00		19,486.00					57.00	
		1727. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
106,616.00		87,698.00					18,918.00	
		8. ISHARES TR RUSSELL 1000 GROWTH INDEX PROPERTY TYPE: SECURITIES					01/26/2011	04/27/2011
494.00		474.00					20.00	
		232. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
13,039.00		14,139.00					-1,100.00	
		564. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					04/27/2011	05/26/2011
51,815.00		52,116.00					-301.00	
		1282. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	05/26/2011
117,779.00		114,608.00					3,171.00	
		344. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					06/24/2010	08/08/2011
29,033.00		30,708.00					-1,675.00	
		749. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
63,214.00		65,586.00					-2,372.00	

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)	
		416. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES					05/26/2011	07/18/2011
44,450.00		44,489.00					-39.00	
		1. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
107.00		107.00						
		210. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
22,578.00		22,458.00					120.00	
		344. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES					05/26/2011	10/18/2011
36,941.00		36,789.00					152.00	
		178.208 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					01/26/2011	03/28/2011
4,459.00		4,375.00					84.00	
		5769.508 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					01/15/2010	03/28/2011
144,353.00		116,612.00					27,741.00	
		1421.838 LEGG MASON BATTERYMRC EMRG MKTS PROPERTY TYPE: SECURITIES					01/26/2011	04/27/2011
36,200.00		34,465.00					1,735.00	
		2520.456 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					01/26/2011	04/27/2011
43,125.00		40,781.00					2,344.00	
		481.602 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
4,450.00		4,017.00					433.00	
		2375.374 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
23,825.00		19,811.00					4,014.00	
		203.488 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
1,750.00		1,864.00					-114.00	

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)	
		828.171 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
6,435.00		7,586.00					-1,151.00	
		13521.425 PIMCO COMMODITY REALRTN STRATE PROPERTY TYPE: SECURITIES					06/24/2010	10/18/2011
105,061.00		111,604.00					-6,543.00	
		712.346 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/28/2011	04/27/2011
19,675.00		19,070.00					605.00	
		423.481 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/28/2011	07/18/2011
10,875.00		11,337.00					-462.00	
		521.155 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/28/2011	10/18/2011
11,825.00		13,951.00					-2,126.00	
		3943.077 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
70,384.00		54,414.00					15,970.00	
		1139.194 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					04/27/2011	08/08/2011
15,550.00		15,926.00					-376.00	
		3213. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES					04/27/2011	05/26/2011
260,234.00		258,825.00					1,409.00	
		464. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
37,697.00		37,378.00					319.00	
		219. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
17,849.00		17,642.00					207.00	
		504. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
40,924.00		40,600.00					324.00	

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)	
		3415. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					09/07/2010	01/26/2011
273,578.00		281,331.00					-7,753.00	
		8061. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
646,045.00		640,112.00					5,933.00	
		1182. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					09/07/2010	01/26/2011
94,731.00		97,374.00					-2,643.00	
		1754. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/27/2011	05/26/2011
142,985.00		141,427.00					1,558.00	
		2729. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	05/26/2011
222,467.00		216,706.00					5,761.00	
		356. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
29,126.00		28,269.00					857.00	
		359. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	08/08/2011
29,693.00		28,508.00					1,185.00	
		395. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
32,843.00		31,366.00					1,477.00	
TOTAL GAIN(LOSS)	......	....					323,055.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		177,851.	180,224.
	TOTAL	177,851.	180,224.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	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
PRIOR YEAR BALANCE DUE	1,366.	
FEDERAL TAX ESTIMATE	2,644.	
FOREIGN TAXES		3,322.
TOTALS	4,010.	3,322.

TR WALTER RICH ET AL MEM FD UW 43-1104403 58-6026053

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	6,103,051.	6,089,076.
TOTALS		6,103,051.	6,089,076.

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

OFFICER NAME:
SUNTRUST BANK
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 25,707.

OFFICER NAME:
JENNER WOOD
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
CHAIRMAN, AS REQ'D

OFFICER NAME:
JOHN GERAGHTY
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
DIST COMM, AS REQ'D

OFFICER NAME:
DAVE DIERKER
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
DIST COMM, AS REQ'D

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

OFFICER NAME:
KIRBY THOMPSON
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
SECRETARY, AS REQ'D

TOTAL COMPENSATION: 25,707.

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 .... 152,500.

TOTAL GRANTS PAID: 152,500.

311 CASH CONTRIBUTIONS
SEE ATTACHED STATEMENT - SEE ATTACHED

02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: THE GALLOWAY SCHOOL TR TRAN#=IN000642000030 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1102000003 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: KIPP METRO ATLANTA COLLABORATIVE TR TRAN#=IN000642000032 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1102000005 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: HENRY W. GRADY HEALTH SYSTEM FDN. TR TRAN#=IN000642000031 TR CD=105 REG=0 PORT=INC	-40000.00	-40000.00	1102000004 **CHANGED** 05/31/11 DNB
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEE ATTACHED PAID TO: ATLANTA SYMPHONY ORCHESTRA TR TRAN#=IN000037000018 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1106000005 **CHANGED** 11/22/11 EJC
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEE ATTACHED PAID TO:	-25000.00	-25000.00	1106000006 **CHANGED** 11/22/11 EJC

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED STATEMENT - SEE ATTACHED (CONTINUED)				
	EMORY UNIVERSITY TR TRAN#=IN000037000019 TR CD=105 REG=0 PORT=INC				
10/28/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: GEORGIA TECH FOUNDATION TR TRAN#=IN002939000015 TR CD=105 REG=0 PORT=INC	-12500.00	-12500.00	**CHANGED** 11/22/11 EJC	1110000028
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-152500.00	-152500.00	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

2011

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	-10,247.
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	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 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	-10,247.

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					37,373.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	293,011.
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	
9 Capital gain distributions	9	2,918.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 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	333,302.

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			-10,247.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			333,302.
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			323,055.

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	( )

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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

2011

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 675.813 ADVISORS CAMBIAR S	03/28/2011	04/27/2011	13,300.00	12,861.00	439.00
3456.51 ADVISORS CAMBIAR S	03/28/2011	07/18/2011	64,775.00	65,777.00	-1,002.00
3385.936 EATON VANCE FLTG-	05/26/2011	07/18/2011	30,575.00	30,744.00	-169.00
804.176 EATON VANCE FLTG-R	05/26/2011	08/08/2011	7,125.00	7,302.00	-177.00
5812.285 EATON VANCE FLTG-	05/26/2011	10/18/2011	50,625.00	52,776.00	-2,151.00
50.939 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	07/18/2011	10/18/2011	1,148.00	1,275.00	-127.00
47. ISHARES TR BARCLAYS TI	09/07/2010	01/26/2011	5,033.00	5,066.00	-33.00
177. ISHARES TR BARCLAYS T	04/27/2011	05/26/2011	19,615.00	19,495.00	120.00
170. ISHARES TR S&P 500 IN	01/26/2011	04/27/2011	22,970.00	22,138.00	832.00
305. ISHARES IBOXX INVT GR ETF	07/18/2011	08/08/2011	34,186.00	33,931.00	255.00
501. ISHARES TR RUSSELL 10 INDEX FD	01/26/2011	04/27/2011	34,785.00	33,459.00	1,326.00
8. ISHARES TR RUSSELL 1000 INDEX	01/26/2011	04/27/2011	494.00	474.00	20.00
232. ISHARES TR RUSSELL 10 INDEX	07/18/2011	10/18/2011	13,039.00	14,139.00	-1,100.00
564. ISHARES IBOXX $HIGHYL ETF	04/27/2011	05/26/2011	51,815.00	52,116.00	-301.00
749. ISHARES IBOXX $HIGHYL ETF	07/18/2011	08/08/2011	63,214.00	65,586.00	-2,372.00
416. ISHARES BARCLAYS MBS	05/26/2011	07/18/2011	44,450.00	44,489.00	-39.00
1. ISHARES BARCLAYS MBS BD	05/26/2011	08/08/2011	107.00	107.00	
210. ISHARES BARCLAYS MBS	05/26/2011	08/08/2011	22,578.00	22,458.00	120.00
344. ISHARES BARCLAYS MBS	05/26/2011	10/18/2011	36,941.00	36,789.00	152.00
178.208 JANUS PERKINS SMAL VALUE-I	01/26/2011	03/28/2011	4,459.00	4,375.00	84.00
1421.838 LEGG MASON BATTER MKTS-I	01/26/2011	04/27/2011	36,200.00	34,465.00	1,735.00
2520.456 MFS RESEARCH INTL	01/26/2011	04/27/2011	43,125.00	40,781.00	2,344.00
203.488 PIMCO COMMODITY RE STRATEGY-I	07/18/2011	08/08/2011	1,750.00	1,864.00	-114.00
828.171 PIMCO COMMODITY RE STRATEGY-I	07/18/2011	10/18/2011	6,435.00	7,586.00	-1,151.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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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

2011

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 712.346 RS INVT TR VALUE-Y	03/28/2011	04/27/2011	19,675.00	19,070.00	605.00
423.481 RS INVT TR VALUE-Y	03/28/2011	07/18/2011	10,875.00	11,337.00	-462.00
521.155 RS INVT TR VALUE-Y	03/28/2011	10/18/2011	11,825.00	13,951.00	-2,126.00
1139.194 TEMPLETON GLOBAL	04/27/2011	08/08/2011	15,550.00	15,926.00	-376.00
3213. VANGUARD BD INDEX SH ETF	04/27/2011	05/26/2011	260,234.00	258,825.00	1,409.00
464. VANGUARD BD INDEX SHO ETF	01/26/2011	07/18/2011	37,697.00	37,378.00	319.00
219. VANGUARD BD INDEX SHO ETF	01/26/2011	08/08/2011	17,849.00	17,642.00	207.00
504. VANGUARD BD INDEX SHO ETF	01/26/2011	10/18/2011	40,924.00	40,600.00	324.00
3415. VANGUARD BD INDEX TO ETF	09/07/2010	01/26/2011	273,578.00	281,331.00	-7,753.00
1182. VANGUARD BD INDEX TO ETF	09/07/2010	01/26/2011	94,731.00	97,374.00	-2,643.00
1754. VANGUARD BD INDEX TO ETF	04/27/2011	05/26/2011	142,985.00	141,427.00	1,558.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -10,247.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	Employer identification number
TR WALTER RICH ET AL MEM FD UW 43-1104403	58-6026053

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

(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 299.313 INVESCO SMALL CAP	01/15/2010	01/26/2011	9,150.00	7,192.00	1,958.00
923.535 INVESCO SMALL CAP	01/15/2010	04/27/2011	31,825.00	22,193.00	9,632.00
3006.511 INVESCO SMALL CAP	01/15/2010	07/18/2011	99,275.00	72,246.00	27,029.00
869.83 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	01/15/2010	01/26/2011	21,450.00	17,927.00	3,523.00
1671.675 GOLDMAN SACHS TRG OPPORTUNITIES FD INSTL	01/15/2010	04/27/2011	44,500.00	34,453.00	10,047.00
701.391 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	01/15/2010	10/18/2011	15,802.00	14,456.00	1,346.00
926. ISHARES TR BARCLAYS T	01/15/2010	05/26/2011	102,616.00	97,293.00	5,323.00
321. ISHARES TR S&P 500 IN	01/15/2010	04/27/2011	43,373.00	36,943.00	6,430.00
5278. ISHARES TR S&P 500 I	06/24/2010	07/18/2011	689,885.00	604,128.00	85,757.00
449. ISHARES RUSSELL MIDCA INDEX	01/15/2010	01/26/2011	20,670.00	17,177.00	3,493.00
5897. ISHARES RUSSELL MIDC INDEX	01/15/2010	03/28/2011	279,462.00	225,590.00	53,872.00
468. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	04/27/2011	32,494.00	27,803.00	4,691.00
362. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	07/18/2011	24,117.00	21,506.00	2,611.00
328. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	10/18/2011	19,543.00	19,486.00	57.00
1727. ISHARES TR RUSSELL 1 INDEX	01/15/2010	04/27/2011	106,616.00	87,698.00	18,918.00
1282. ISHARES IBOXX $HIGHY ETF	01/15/2010	05/26/2011	117,779.00	114,608.00	3,171.00
344. ISHARES IBOXX $HIGHYL ETF	06/24/2010	08/08/2011	29,033.00	30,708.00	-1,675.00
5769.508 JANUS PERKINS SMA VALUE-I	01/15/2010	03/28/2011	144,353.00	116,612.00	27,741.00
481.602 PIMCO COMMODITY RE STRATEGY-I	01/15/2010	01/26/2011	4,450.00	4,017.00	433.00
2375.374 PIMCO COMMODITY R STRATEGY-I	01/15/2010	04/27/2011	23,825.00	19,811.00	4,014.00
13521.425 PIMCO COMMODITY STRATEGY-I	06/24/2010	10/18/2011	105,061.00	111,604.00	-6,543.00
3943.077 ROWE T PRICE REAL COM	01/15/2010	01/26/2011	70,384.00	54,414.00	15,970.00
8061. VANGUARD BD INDEX TO ETF	01/15/2010	01/26/2011	646,045.00	640,112.00	5,933.00
2729. VANGUARD BD INDEX TO ETF	01/15/2010	05/26/2011	222,467.00	216,706.00	5,761.00
356. VANGUARD BD INDEX TOT ETF	01/15/2010	07/18/2011	29,126.00	28,269.00	857.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	Employer identification number
TR WALTER RICH ET AL MEM FD UW 43-1104403	58-6026053

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

(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 359. VANGUARD BD INDEX TOT ETF	01/15/2010	08/08/2011	29,693.00	28,508.00	1,185.00
395. VANGUARD BD INDEX TOT ETF	01/15/2010	10/18/2011	32,843.00	31,366.00	1,477.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 293,011.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

INVESCO SMALL CAP GROWTH-I	1,227.00	
ADVISORS CAMBIAR SMALL CAP-I	735.00	
GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	15,983.00	
MANNING & NAPIER WORLD OPPTYS-A	13,532.00	
NEUBERGER BERMAN HIGH INCOME BD-I	1,282.00	
TEMPLETON GLOBAL BD-ADV	2,062.00	
VANGUARD BD INDEX SHORT TERM BD ETF	1,393.00	
VANGUARD BD INDEX TOTAL BD MKT ETF	1,158.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		37,373.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		37,373.00

STATEMENT 1

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.

SunTrust

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

PORTFOLIO DETAIL

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	1,322,108.13 20.97 %	1,322,108.13			
STIF & MONEY MARKET FUNDS						
215,343.57	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	215,343.57 1.000 3.42 %	215,343.57 1.00	0.00	21	0.01 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
6,693	ISHARES TR DOW JONES SELECT DIVID INDEX CUSIP: 464287168	359,882.61 53.770 5.71 %	348,629.24 52.09	11,253.37	12,369	3.44 % 0.00 %
20,131	ISHARES TR RUSSELL 1000 GROWTH INDEX FD CUSIP: 464287614	1,163,370.49 57.790 18.45 %	1,048,644.10 52.09	114,726.39	16,205	1.39 % 0.00 %
10,062	ISHARES TR RUSSELL 1000 VALUE INDEX FD CUSIP: 464287598	638,735.76 63.480 10.13 %	595,344.66 59.17	43,391.10	14,670	2.30 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		2,161,988.86	1,992,618.00	169,370.86	43,245	2.00 %

SUNTRUST

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

PORTFOLIO DETAIL

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS-FIXED INCOME						
3,167	ISHARES TR BARCLAYS MBS BD ETF CUSIP: 464288588	342,257.69 108.070 5.43 %	338,690.70 106.94	3,566.99	11,404	3.33 % 0.00 %
4,881	ISHARES TR IBOXX INVT GRADE CORP BD ETF CUSIP: 464287242	555,262.56 113.760 8.81 %	536,457.23 109.91	18,805.33	24,376	4.39 % 0.00 %
3,358	VANGUARD BD INDEX FDS SHORT TERM BD ETF CUSIP: 921937827	271,460.72 80.840 4.31 %	270,504.70 80.56	956.02	5,205	1.92 % 0.00 %
4,929	VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF CUSIP: 921937835	411,768.66 83.540 6.53 %	391,404.49 79.41	20,364.17	12,845	3.12 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		1,580,749.63	1,537,057.12	43,692.51	53,830	3.41 %
TOTAL EQUITY SECURITIES		3,742,738.49	3,529,675.12	213,063.37	97,074	2.59 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS						
4,212.077	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	70,973.50 16.850 1.13 %	77,661.90 18.44	6,688.40-	0	0.00 % 0.00 %
11,740.444	EATON VANCE MUT FDS TR FLTG-RT FD CL I CUSIP: 277911491	103,433.31 8.810 1.64 %	106,603.23 9.08	3,169.92-	4,426	4.28 % 0.00 %
12,052.067	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	266,109.64 22.080 4.22 %	248,259.51 20.60	17,850.13	0	0.00 % 0.00 %
2,344.326	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	68,618.42 29.270 1.09 %	57,548.43 24.55	11,069.99	0	0.00 % 0.00 %
17,338.782	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	326,142.49 18.810 5.17 %	377,153.33 21.75	51,010.84-	2,531	0.78 % 0.00 %
44,476.668	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	294,880.31 6.630 4.68 %	382,625.00 8.60	87,744.69-	10,674	3.62 % 0.00 %
37,145.516	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	510,007.93 13.730 8.09 %	559,031.14 15.05	49,023.21-	10,995	2.16 % 0.00 %
19,425.122	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	173,077.84 8.910 2.75 %	172,550.00 8.88	527.84	12,626	7.29 % 0.00 %

SUNTRUST

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

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
9,065.419	RS INVT TR VALUE FD CL Y CUSIP: 74972H614	210,227.07 23.190 3.33 %	239,292.59 26.40	29,065.52-	0	0.00 % 0.00 %
26,100.804	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	322,866.95 12.370 5.12 %	352,649.07 13.51	29,782.12-	16,548	5.13 % 0.00 %
TOTAL MUTUAL FUNDS		2,346,337.46	2,573,374.20	227,036.74-	57,801	2.46 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000HZ0	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL		7,626,527.65	7,640,502.02	13,974.37-	154,897	2.46 %
INCOME PORTFOLIO						
	INCOME CASH	1,322,108.13- 20.97-%	1,322,108.13-			

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SUNTRUST

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

PORTFOLIO DETAIL

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
[redacted]						