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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation TR WALTER RICH ET AL MEM FD UW		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) (404) 588-8250
City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,939,331	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	159,456	161,455		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	113,793			
b	Gross sales price for all assets on line 6a 3,665,954				
7	Capital gain net income (from Part IV, line 2)		113,793		
8	Net short-term capital gain				
9	Income modifications				
10 a	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	273,249	275,248	0	
13	Compensation of officers, directors, trustees, etc	25,397	12,699		12,698
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500			2,500
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	18,089	1,585		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	45,986	14,284	0	15,198
25	Contributions, gifts, grants paid	115,000			115,000
26	Total expenses and disbursements. Add lines 24 and 25	160,986	14,284	0	130,198
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	112,263			
b	Net investment income (if negative enter -0-)		260,964		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	215,343	267,276	267,276
	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			
	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			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	6,103,051	6,163,381	6,672,055
	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)	6,318,394	6,430,657	6,939,331
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)	0	0	
	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	6,318,394	6,430,657	
	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)	6,318,394	6,430,657	
	31 Total liabilities and net assets/fund balances (see instructions)	6,318,394	6,430,657	

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	6,318,394
2 Enter amount from Part I, line 27a	2	112,263
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	6,430,657
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	6,430,657

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

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	113,793
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	0

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))
2011	159,426	6,411,845	0.024864
2010	372,381	5,960,391	0.062476
2009	361,762	5,458,908	0.066270
2008	386,492	6,618,999	0.058391
2007			0.000000

2 Total of line 1, column (d)	2	0.212001
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	0.053000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,603,355
5 Multiply line 4 by line 3	5	349,978
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,610
7 Add lines 5 and 6	7	352,588
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	130,198

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

1 a 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	5,219	
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	5,219	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,219	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,574		
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	9,574		
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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,355		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 4,355 Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a 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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-9304 Located at ► P O BOX 1908 ORLANDO FL ZIP+4 ► 32802-1908			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes X	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____ ☐ 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
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 2012 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 2012)	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 2012?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b** N/A**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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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 Attached Statement	.00	0		
	00	0		
	00	0		
	00	0		
	00	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				

Total number of other employees paid over \$50,000 ☐

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

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	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	6,488,944
b	Average of monthly cash balances	1b	214,970
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,703,914
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	
3	Subtract line 2 from line 1d	3	6,703,914
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	100,559
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,603,355
6	Minimum investment return. Enter 5% of line 5	6	330,168

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	330,168
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,219
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,219
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	324,949
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	324,949
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	324,949

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	130,198
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	
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	130,198
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	130,198

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				324,949
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	75,446			
e From 2011				
f Total of lines 3a through e	75,446			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 130,198				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				130,198
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	75,446			75,446
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				119,305
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

[illegible]

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 ☒ 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 or e-mail of the person to whom applications should be addressed

SUNTRUST BANK GA-ATL-0041, SUITE 900 1155 PEACHTREE ST NE ATLANTA, GA 30309

- b** The form in which applications should be submitted and information and materials they should include

HTTPS://WWW.SUNTRUST.COM/MICROSITES/FOUNDATION/DEFAULT.HTM

- c Any submission deadlines**

MARCH 31, AUGUST 31, NOVEMBER 30

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

PLEASE GO TO [HTTPS //WWW.SUNTRUST.COM/MICROSITES/FOUNDATION/DEFAULT.HTM](https://www.suntrust.com/microsites/foundation/default.htm) FOR MORE INFO

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 Attached Statement				
Total			▶ 3a	115,000
b Approved for future payment NONE				
Total			▶ 3b	0

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?

- (1) Cash

- (2) Other assets**

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Barbara Allred
Signature of officer or trustee

5/9/2013
Date

TRUSTEE
Title

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

DONALD J ROMAN

[Handwritten signature]

5/9/2013

Firm's EIN ▶ 13-4008324

Firm's name ► PRICEWATERHOUSECOOPERS, LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219

Phone no	412-355-6000
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TR WALTER RICH ET AL MEM FD UW

58-6026053 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE GALLOWAY SCHOOL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

GRADY HEALTH FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,000

Name

ATLANTA SYMPHONY ORCHESTRA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

EMORY UNIVERSITY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals				Net Gain or Loss			
Short Term CG Distributions										2,076		Capital Gains/Losses				3,665,954		113,793	
										0		Other sales				0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X EATON VANCE FLT-G-RT-I	277911481			2/6/2012		8/6/2012	2,945	2,925				0	20					
2	X GOLDMAN SACHS GROWTH C	38142Y401			2/6/2012		2/6/2012	7,025	5,907				0	1,118					
3	X GOLDMAN SACHS GROWTH C	38142Y401			1/15/2010		8/6/2012	269,218	225,277				0	43,941					
4	X GOLDMAN SACHS GROWTH C	38142Y401			8/8/2011		8/6/2012	20,565	17,075				0	3,490					
5	X SHARES TR DOW JONES SEL	464287168			7/18/2011		2/6/2012	7,549	7,214				0	335					
6	X SHARES IBOX INVT GRADE	464287242			10/18/2011		8/6/2012	49,841	46,239				0	3,602					
7	X SHARES IBOX INVT GRADE	464287242			2/6/2012		8/6/2012	8,810	8,500				0	310					
8	X SHARES IBOX INVT GRADE	464287242			5/26/2011		8/6/2012	170,160	156,799				0	13,361					
9	X SHARES IBOX INVT GRADE	464287242			5/26/2011		11/19/2012	3,403	3,114				0	289					
10	X SHARES TR RUSSELL 1000 V	464287598			1/15/2010		2/6/2012	33,573	29,586				0	3,987					
11	X SHARES TR RUSSELL 1000 V	464287598			1/15/2010		8/6/2012	149,230	126,897				0	22,333					
12	X SHARES TR RUSSELL 1000 V	464287614			2/6/2012		8/6/2012	84,155	81,510				0	2,645					
13	X SHARES TR RUSSELL 1000 V	464287614			2/6/2012		11/19/2012	179,695	176,887				0	2,808					
14	X SHARES BARCLAYS 3-7 YR T	464288661			8/6/2012		11/19/2012	2,225	2,221				0	4					
15	X LEGG MASON BATTERY/MRC	52465U607			1/15/2010		2/6/2012	122,948	122,544				0	404					
16	X LEGG MASON BATTERY/MRC	52465U607			6/24/2010		2/6/2012	43,443	40,650				0	2,793					
17	X LEGG MASON BATTERY/MRC	52465U607			1/26/2011		2/6/2012	88,383	100,535				0	-12,152					
18	X LEGG MASON BATTERY/MRC	52465U607			7/18/2011		2/6/2012	40,528	45,225				0	-4,697					
19	X LEGG MASON BATTERY/MRC	52465U607			8/8/2011		2/6/2012	10,713	10,175				0	538					
20	X LEGG MASON BATTERY/MRC	52465U607			10/18/2011		2/6/2012	63,476	58,025				0	5,451					
21	X MFS RESEARCH INTL-I	552983470			1/26/2011		2/6/2012	34,090	36,994				0	-2,904					
22	X MFS RESEARCH INTL-I	552983470			7/18/2011		2/6/2012	128,296	138,450				0	-10,154					
23	X MFS RESEARCH INTL-I	552983470			1/15/2010		2/6/2012	249,888	245,196				0	4,692					
24	X MFS RESEARCH INTL-I	552983470			1/15/2010		8/6/2012	73,367	73,217				0	150					
25	X MFS RESEARCH INTL-I	552983470			8/6/2011		8/6/2012	8,156	7,900				0	256					
26	X MFS RESEARCH INTL-I	552983470			10/18/2011		8/6/2012	57,668	57,275				0	393					
27	X PIMCO FOREIGN BD US\$ HED	693390882			2/6/2012		8/6/2012	187,528	180,250				0	7,278					
28	X RS INVT TR VALUE-Y	74972H614			3/28/2011		2/6/2012	210,922	226,218				0	-15,296					
29	X RS INVT TR VALUE-Y	74972H614			8/8/2011		2/6/2012	15,351	13,075				0	2,276					
30	X TEMPLETON GLOBAL BD-ADV	880208400			4/27/2011		2/6/2012	20,026	21,274				0	-1,248					
31	X TEMPLETON GLOBAL BD-ADV	880208400			5/26/2011		2/6/2012	43,098	45,325				0	-2,227					
32	X TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		2/6/2012	33,305	34,925				0	-1,620					
33	X TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		2/6/2012	67,870	69,469				0	-1,599					
34	X TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		8/6/2012	135,264	138,031				0	-2,767					
35	X TEMPLETON GLOBAL BD-ADV	880208400			10/18/2011		8/6/2012	44,467	43,625				0	842					
36	X VANGUARD BD INDEX SHORT	921937827			1/26/2011		8/6/2012	272,705	270,505				0	2,200					
37	X VANGUARD BD INDEX SHORT	921937827			2/6/2012		8/6/2012	15,674	15,692				0	-18					
38	X VANGUARD BD INDEX TOTAL	921937835			1/15/2010		8/6/2012	418,286	391,404				0	26,882					
39	X VANGUARD BD INDEX TOTAL	921937835			2/6/2012		8/6/2012	19,264	19,021				0	243					
40	X INVESCO SMALL CAP GROWT	00141M622			10/18/2011		2/6/2012	4,389	3,875				0	514					
41	X INVESCO SMALL CAP GROWT	00141M622			8/8/2011		2/6/2012	386	310				0	76					
42	X INVESCO SMALL CAP GROWT	00141M622			1/15/2010		8/6/2012	63,326	47,273				0	16,053					
43	X INVESCO SMALL CAP GROWT	00141M622			8/8/2011		8/6/2012	7,448	6,090				0	1,358					
44	X ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		8/6/2012	7,500	7,564				0	-64					
45	X ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		8/6/2012	53,697	58,998				0	-5,301					
46	X ADVISORS CAMBIAR SMALL C	0075W0593			8/8/2011		8/6/2012	6,099	5,250				0	849					
47	X ADVISORS CAMBIAR SMALL C	0075W0593			10/18/2011		8/6/2012	6,274	5,650				0	624					
48	X DOUBLELINE TOTAL RETURN	258620103			8/6/2012		11/19/2012	4,825	4,774				0	51					
49	X EATON VANCE ATLANTA CAP	277902698			8/6/2012		11/19/2012	10,925	10,509				0	416					
50	X EATON VANCE FLT-G-RT-I	277911481			5/26/2011		8/6/2012	105,899	106,517				0	-618					

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 18 (990-PF) - Taxes

		18,089	1,585	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,585	1,585		
2	PRIOR YEAR EXCISE TAX DUE	6,930			
3	ESTIMATED EXCISE PAYMENTS	9,574			

Part II, Line 13 (990-PF) - Investments - Other

		6,103,051		6,163,381		6,672,055
		Book Value	Book Value	Book Value	FMV	
		Beg. of Year	End of Year	End of Year	End of Year	
1	OTHER INVESTMENTS	6,103,051	6,163,381	6,163,381	6,672,055	

1

117	20	118	141	190	335	602	110	161	289	387	333	645	108	4	04	93	52	197	38	51	04	54	92	50	56	93	78	96	76	48	27	20	99	67	42	43	14	76	53	58	64	01	49	24	51	16	18
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
			P O BOX 4655	ATLANTA	GA	30302		TRUSTEE	AS REQ'D	25,397	0	0
1	SUNTRUST BANKS, INC		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN	AS REQ'D			
2	JENNER WOOD		P O BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D			
3	JOHN GERAGHTY		P O BOX 4655	ATLANTA	GA	30302		DIST COM	AS REQ'D			
4	DAVE DIERKER		P O BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D			
5	KIRBY THOMPSON		P O BOX 4655	ATLANTA	GA	30302						

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 2,394
3 Second quarter estimated tax payment	6/6/2012	3 2,394
4 Third quarter estimated tax payment	9/4/2012	4 2,394
5 Fourth quarter estimated tax payment	12/12/2012	5 2,392
6 Other payments		6
7 Total		7 9,574