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ENVELOPE MAY 1 0 2013

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

Fo	r cal	endar year 2012 or tax year beginning	, a	nd ending			
Na	me o	foundation			A Emplo	yer identification nu	ımber
TR	WA	LTER RICH ET AL MEM FD UW				58-6026	053
		and street (or P O box number if mail is not delivered to street ad	ldress)	Room/suite	B Teleph	none number (see inst	
Р(D. B	OX 1908				(404) 588-	8250
		own, state, and ZIP code			C If even	nption application is pe	
OF	RLAN	IDO	FL	32802-1908	l a cxon	ipaon application to pe	Situating, discontinuous
			al return of a former p		D 1. Fore	eign organizations, che	eck here
			ended return	· · · · · · · · · · · · · · · · · · ·			
		Address change Nan	ne change		1	eign organizations med ok here and attach cor	
н	Che	eck type of organization. X Section 501(c)(3) exe		nn .	1_		
Ė	_	ction 4947(a)(1) nonexempt charitable trust	• •			te foundation status w section 507(b)(1)(A), c	_
÷		market value of all assets at end J Accounting	<u> </u>		ł		
•		ear (from Part II, col (c),		I Accidal	1	oundation is in a 60-m section 507(b)(1)(B), c	_
		16) ▶\$ 6,939,331 (Part I, column (is)	i	(// // //	
Pa	ırt l	Analysis of Revenue and Expenses (The total of	(a) Revenue and				(d) Disbursements
		amounts in columns (b), (c), and (d) may not necessarily equal		(b) Net investm income	ent	(c) Adjusted net	for charitable
		the amounts in column (a) (see instructions))	books	income	Ì	income	purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received (attach schedule)			172		
-	2	Check ►X if the foundation is not required to attach Sch B	St Allen & Co		/ h và		
707	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities	159,456	161	,455		\$ 7 W/W/W/W/
©	5	a Gross rents					
_ Jue Jue		b Net rental income or (loss)	7. 30				TIED S
⋛┋	6	a Net gain or (loss) from sale of assets not on line 10	113,793			REU	MELION
≅Š	l _	b Gross sales price for all assets on line 6a 3,665,954		*			181
يتريد	7	Capital gain net income (from Part IV, line 2)			3,793	15	5 2013 131
y	8	Net short-term capital gain	100		·	YAM B	<u> </u>
	9	Income modifications				- 181	ST TIT
SCANNED MAY Revenu	10	a Gross sales less returns and allowances		/ W/W	1974 248 - 1	1 TAGE	EN U
Ĭ		b Less Cost of goods sold C Gross profit or (loss) (attach schedule)	4.a 7.4. & 8.3. M/S			· Lugi	14
	11	Other income (attach schedule)		2 Mars - 1200 C. 1 Mars	1.28		
	12	Total. Add lines 1 through 11	273,249	271	5,248	0	
	40	Compensation of officers, directors, trustees, etc	25,397		2,699		12,698
Expenses	14	Other employee salaries and wages	50,007	· · · · · · · · · · · · · · · · · · ·	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		12,000
e	15	Pension plans, employee benefits					
×	16	a Legal fees (attach schedule)					
		b Accounting fees (attach schedule)	2,500				2,500
and Administrative		c Other professional fees (attach schedule)					
tra	17	Interest					
is	18	Taxes (attach schedule) (see instructions)	18,089	·	1,585		* * * * * * * * * * * * * * * * * * * *
Ή	19	Depreciation (attach schedule) and depletion	ļ		_	<u> </u>	
Þ	20	Occupancy					<u> </u>
70	21	Travel, conferences, and meetings					
an	22	Printing and publications		-			
פַ	23	• • •					
atii	24	,	45.000		ادور	^	45.400
ē	25	Add lines 13 through 23	45,986 115,000		1,284	<u> </u>	
Operating	26	Contributions, gifts, grants paid Total expenses and disbursements. Add lines 24 and 25					115,000
_	27		160,986	1 14 14 14 14 14 14 14 14 14 14 14 14 14	1,284	0	130,198
	"	a Excess of revenue over expenses and disbursements	112,263			< 33 /	
		b Net investment income (if negative enter -0-)	112,203		0,964	<u> </u>	26.8
		c Adjusted net income (if negative, enter -0-)		20.	2,55 T	<u> </u>	× \$3.4\$1. 12



Form 990-PF (2012) TR WALTER RICH ET AL MEM FD UW 58-602605						
Da	rt II	Balance Sheets Attached schedules and amounts in the description column	End	of year		
Га		should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	215,343	267,276	267,276	
	3	Accounts receivable		, 4 , , 1 ,	4 . 10 4 . 6	
		Less allowance for doubtful accounts				
	4	Pledges receivable	167 51 12	23 m (; @ \$6 . \$5 . \$ \$ \$. \$ \$. \$. \$	
		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)			3 - 1 - 1 - 1 - 1	
		Less allowance for doubtful accounts	 	**************************************		
S	8	Inventories for sale or use				
Assets	9	Prepaid expenses and deferred charges				
SS		Investments—U.S. and state government obligations (attach schedule)				
Q		D Investments—corporate stock (attach schedule)				
		•				
		Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis				
	42	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 ▶				
	١	Less accumulated depreciation (attach schedule)	ļ			
	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				
S	18	Grants payable				
Liabilities	19	Deferred revenue				
Ē	20	Loans from officers, directors, trustees, and other disqualified persons				
<u>.a</u> .	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				
alances	ļ	and complete lines 24 through 26 and lines 30 and 31.				
ă	24	Unrestricted				
<u></u>	25	Temporarily restricted				
Ä	26	Permanently restricted				
Net Assets or Fund	İ	Foundations that do not follow SFAS 117, check here	-			
屲	1	and complete lines 27 through 31.			~ ()	
þ	27	Capital stock, trust principal, or current funds	6,318,394	6,430,657		
ts	28	Paid-in or capital surplus, or land, bldg , and equipment fund		-,,,		
ŠŠ	29	Retained earnings, accumulated income, endowment, or other funds				
Ä	30	Total net assets or fund balances (see instructions)	6,318,394	6,430,657		
<u>e</u>	31	Total liabilities and net assets/fund balances (see	-,2:-,201	-,,,-		
Z		instructions)	6,318,394	6,430,657		
Pa	rt III	Analysis of Changes in Net Assets or Fund Balances		3,100,001	· ****	
	_	net assets or fund balances at beginning of year—Part II, column (a), line	30 (must agree with			
		f-year figure reported on prior year's return)	/	1	6,318,394	
2		amount from Part I, line 27a		2	112,263	
3				- <u></u>	112,200	
		nes 1, 2, and 3		4	6,430,657	
		anno matumoly ded un lung 2 (dansum)			0,430,037	
		net assets or fund balances at end of year (line 4 minus line 5)—Part II, c	olumn (b) line 30	6	6 400 0==	
	, 5,01	The state of the s	orarini (D), mie 30	ן ט	6,430,657	

Form **990-PF** (2012)

Form 990-PF (2012) TR WALTE	R RICH ET AL MEM FD UV	٧		5	8-6026053 Page 3
Part IV Capital Gains and	Losses for Tax on Inve	stment Inc	ome		
	kınd(s) of property sold (e g , real es e, or common stock, 200 shs MLC C		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			D—Donation		
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)		or other basis pense of sale	• •	ain or (loss) (f) minus (g)
a					0
_ b		-			0
<u>C</u>					0
d					0
Complete only for assets shown	ng gain in column (h) and owne	d by the founds	tion on 12/21/60		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col (i)	col (k), but n	ol (h) gain minus ot less than -0-) or (from col (h))
a					0
b		_			0
С					0
d					0
е					0
2 Capital gain net income or (r		also enter in F enter -0- in F		2	113,793
3 Net short-term capital gain o If gain, also enter in Part I, li					
ın Part I, line 8			J	3	0
Part V Qualification Under	er Section 4940(e) for Re	duced Tax	on Net Investme	ent Income	
(For optional use by domestic put if section 4940(d)(2) applies, lead Was the foundation liable for the if "Yes," the foundation does not	eve this part blank e section 4942 tax on the dis t qualify under section 4940(tributable ame	ount of any year in mplete this part	the base period?	Yes X No
	unt in each column for each	year, see the	instructions before	making any entri	
(a) Base penod years Calendar year (or tax year beginning in	(b) Adjusted qualifying distribution	ons Net valu	(c) e of nonchantable-use a	ceate I	(d) stnbution ratio) divided by col. (c))
2011	15	9,426	6,411		0 024864
2010	37	2,381	5,960),391	0 062476
2009	36	1,762	5,458	3,908	0 066270
2008	38	6,492	6,618	3,999	0 058391
2007	<u> </u>				0.000000
2 Total of line 1, column (d)				2	0 212001
3 Average distribution ratio for the number of years the four				3	0 053000
4 Enter the net value of nonch	arıtable-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 i	income (1% of Part I, line 27	b) .		6	2,610
7 Add lines 5 and 6				7	352,588
8 Enter qualifying distributions If line 8 is equal to or greate				8	130,198

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Pa	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instru	ctions)				
1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 ☐	7					
	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	** * '·	3. ° ₩/				
b	b Domestic foundations that meet the section 4940(e) requirements in Part V, check						
_	here and enter 1% of Part I, line 27b .						
	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		- <u>*</u> -				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0				
3	Add lines 1 and 2	5,	219				
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)						
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5,	219				
6	Credits/Payments						
_	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 9,574						
	Exempt foreign organizations—tax withheld at source The source of the s	4					
	Tax paid with application for extension of time to file (Form 8868) Col. Col. Col. Col. Col. Col. Col.						
7	Backup withholding erroneously withheld Total credits and payments Add lines 6a through 6d 7	<u> </u>	574				
8	Enter any penalty for underpayment of estimated tax. Check here If Form 2220 is attached 8	9,	3/4				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<u> </u>					
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	4.	355				
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 4,355 Refunded ► 11		0				
Pai	t VII-A Statements Regarding Activities	l l					
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	1 2	Yes No				
	participate or intervene in any political campaign?	1a	X				
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see						
	Instructions for the 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	3.					
	Did the foundation file Form 1120-POL for this year?	1c	, X				
O	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	1					
	(1) On the foundation \$ (2) On foundation managers \$ \$ 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?	2	X				
	If "Yes," attach a detailed description of the activities	(* * * *	1 3 8 8 2 1				
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				
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X				
_	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?	5	X				
6	If "Yes," attach the statement required by General Instruction T	^					
U	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or	3 4	. J. 1				
	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	$\frac{\hat{x}}{x}$				
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions)		3				
	GA		2" (2 3				
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)	22 x 1					
	or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes,"						
10	complete Part XIV Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing	9	X				
10	their names and addresses	10					
	with married and dadrodded	1 10	<u> </u>				

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Par	t 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?	13	Х	
	Website address ► N/A			
14	The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-	9304		
	Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-190	8		
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority	.	Yes	No
	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	, ×	ha de	(%)
	the foreign country	* .	24	<i>*</i> 4
Pa	rt 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.	. 8	Yes	No
1a	During the year did the foundation (either directly or indirectly)	,	1	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No	<u></u>	-34	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		3 () ·	
	a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No		() (MC	
	(5) Transfer any income or assets to a disqualified person (or make any of either available			3.
	for the benefit or use of a disqualified person)?		Š	3 🐐
	(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	16		
	after termination of government service, if terminating within 90 days)	* ('3'		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations	44		
	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		¥ ;	
С	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))	, ,		
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d	1	1	
	and 6e, Part XIII) for tax year(s) beginning before 2012?	1 3	172.	
	If "Yes," list the years 20, 20, 20	. 1		[End
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)	rc, \$		常創
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)			للنشيا
	to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	,**		, #
_	20	3.0		
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		3 4	
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation	* 1.	1	
	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	
4-	- · · · · · · · · · · · · · · · · · · ·	4a	INA	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable	44	*3	-
b	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	 ` `	X
	barbasa mar man man saan tamatan nam laabarah sarara ma mat ank at ma mu kan saahumili m ma m			

Forn	990-PF (2012) TR WALTER RICH ET AL M	EM FD UW			58-6026	053 Page 6
Pa	rt VII-B Statements Regarding Activit	ies for Which Forn	n 4720 May Be R	equired (continued)		
5a	 VII-B Statements Regarding Activit During the year did the foundation pay or incur an (1) Carry on propaganda, or otherwise attempt (2) Influence the outcome of any specific public on, directly or indirectly, any voter registration, directly or indirectly, any voter registration (3) Provide a grant to an individual for travel, stirm section 509(a)(1), (2), or (3), or section 49 (5) Provide for any purpose other than religious educational purposes, or for the prevention of the grant answer is "Yes" to 5a(1)–(5), did any of the Regulations section 53 4945 or in a current notice Organizations relying on a current notice regarding if the answer is "Yes" to question 5a(4), does the 	y amount to to influence legislation (election (see section 4 in drive? udy, or other similar pur a charitable, etc., orga 240(d)(2)? (see instructi , charitable, scientific, li of cruelty to children or transactions fail to qual regarding disaster ass g disaster assistance cl	(section 4945(e))? 955), or to carry poses? anization described ons) terary, or animals? lify under the exceptionstance (see instruction	Yes Yes Yes Yes Yes Yes Yes ons described in	X No X No X No X No	5b N/A
	tax because it maintained expenditure responsibil		N/A .	· · Yes	☐ No	
	If "Yes," attach the statement required by Regulat Did the foundation, during the year, receive any fupremiums on a personal benefit contract? Did the foundation, during the year, pay premiums If "Yes" to 6b, file Form 8870	inds, directly or indirect	ly, to pay		X No	6b X
7a	At any time during the tax year, was the foundation	n a party to a prohibited	tax shelter transaction	on? Yes	X No	
	If "Yes," did the foundation receive any proceeds				ا ٠٠٠ ليك	7b N/A
	art VIII Information About Officers				Paid Emi	
	and Contractors	,,	,	g,g,		, ,
1	List all officers, directors, trustees, found	ation managers and	d their compensat	ion (see instructions	s).	
	(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 compensati	۰ ا	Expense account, her allowances
Sec	Attached Statement	.00	0			
		_00	0			
		00	0			
		00	_			
2	Compensation of five highest-paid emploenter "NONE."	/	·	ne 1—see instruction	ns). If non	е,
(a	Name and address of each employee paid more than \$50	(b) Title, and avera 0,000 hours per week devoted to position	(c) Compensati	on (d) Contributions to employee benefit plans and deferred compensation	t (e) i	Expense account, her allowances
NO	NE.					
Tot	al number of other employees paid over \$50,	000	-		•	

Form **990-PF** (2012)

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers,			
and Contractors (continued)	- "NONE "		
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter	r NONE."	(2) (2	4
(a) Name and address of each person paid more than \$50,000 (b) Type of service		(c) Compensa	tion
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		Expenses	
the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Lxpenses	
1 NONE			
			
2			
3			
<u> </u>			
4			
Part IX-B Summary of Program-Related Investments (see instructions)	Т		
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

Form **990-PF** (2012)

Form !	990-PF (2012) TR WALTER RICH ET AL MEM FD UW		6026053 Page 8
Pai	rt X Minimum Investment Return (All domestic foundations must complete this part. Foreign	founda	ations,
	see instructions.)		
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,	,	
	purposes		
а	Average monthly fair market value of securities	1a	6,488,944
b	Average of monthly cash balances	1b	214,970
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,703,914
е	Reduction claimed for blockage or other factors reported on lines 1a and	* *	
	1c (attach detailed explanation)		
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 ½ % of line 3 (for greater amount, see	ſΠ	
	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
Par	t 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	1 .	
b	Income tax for 2012 (This does not include the tax from Part VI)	. 2	
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
Par	T XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	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	- *	
а	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 foun qualifies for the section 4940(e) reduction of tax in those years	dation	

Form 9	90-PF (2012) TR WALTER RICH ET AL MEM FD	UW		58-6	026053 Page 9
Part	XIII Undistributed Income (see instructions))			
1	Distributable amount for 2012 from Part XI,	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
	line 7	<u> </u>	à 6 . 4 , à		324,949
2	Undistributed income, if any, as of the end of 2012	.		,	
	Enter amount for 2011 only	7 - 4	* * ′	0	
_	Total for prior years 20, 20, 20				* ****
3	Excess distributions carryover, if any, to 2012		k to A Birt		5 × \$
	From 2007				
	From 2008			Va a saa sa sa sa	
	From 2009				
	From 2010 75,446				l l
	From 2011	75 440		4.8 6 4 4	
_ T	Total of lines 3a through e	75,446	*		* , * * * *
4	Qualifying distributions for 2012 from Part XII, line 4 \$ 130,198			, , , , , , , , , , , , , , , , , , ,	
	Applied to 2011, but not more than line 2a	,			
	Applied to undistributed income of prior years				. 11
_	(Election required—see instructions)	> 4 × 1			
С	Treated as distributions out of corpus (Election			1:16:18:18:18	P. C. T. T.
	required—see instructions)				de de la como de de de
d	Applied to 2012 distributable amount				130,198
е	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012	75,446	19 9 5 V- 1'		75,446
	(If an amount appears in column (d), the	b	The second of	en	
	same amount must be shown in column (a))		March Mark	1277 1 - 5 4	麻 有 电 " " 是。
6	Enter the net total of each column as indicated below:				e ê a stat
_		-			1
_	Corpus Add lines 3f, 4c, and 4e Subtract line 5 Prior years' undistributed income Subtract	- U		A dept.	
U	line 4b from line 2b		۱ ،		
c	Enter the amount of prior years' undistributed	* 4 * 4	1	``` }» ¿,	
•	income for which a notice of deficiency has	* * * * * * *		. t	· .
	been issued, or on which the section 4942(a)			i di Kara di	
	tax has been previously assessed)		
d	Subtract line 6c from line 6b Taxable				` *
	amount—see instructions				Action to the second
е	Undistributed income for 2011 Subtract line	3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			, Bala 1, 45 8
	4a from line 2a Taxable amount—see				
	instructions	3 7 7 3		. 0	<i>"</i>
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		49	· *	, . ;
	corpus to satisfy requirements imposed by			ls & walk by	i da da kasa d
8	section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
0	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2013.			1	<u> </u>
J	Subtract lines 7 and 8 from line 6a		** * * *		\$ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
10	Analysis of line 9	4 4-4-11	66.40.	1 dist 60 di	9 🛊 4 Å
а	Excess from 2008		ļ.,		* / /
b	Excess from 2009				
c	Excess from 2010				
d					
e	Excess from 2012	1.52	I so a some some	, , ,	

	TR WALTER RICH ET ALT				58-6020	
	t XIV Private Operating Foundations (N/A
1 a	If the foundation has received a ruling or determing foundation, and the ruling is effective for 2012, errors.			.		
b	Check box to indicate whether the foundation is a	private operating fo	undation described	In section	4942(j)(3) or	4942(j)(5)
2 a	Enter the lesser of the adjusted net	Tax year	1	Prior 3 years		
	income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
	investment return from Part X for each year listed	(4) 2012	(6) 2011	(0) 2010	(4) 2000	
	•	-			 	0
	85% of line 2a				<u> </u>	0
С	Qualifying distributions from Part XII,					
	line 4 for each year listed		 -			0
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0
е	Qualifying distributions made directly					
	for active conduct of exempt activities					
•	Subtract line 2d from line 2c					
3 a	Complete 3a, b, or c for the alternative test relied upon "Assets" alternative test—enter					
	(1) Value of all assets					0
					<u> </u>	<u>=</u>
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
С	"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)					
						0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0
Da	rt XV Supplementary Information (Co	mplete this pe	t only if the fe	undation bad ¢E	000 or more in	<u> </u>
1	assets at any time during the young Information Regarding Foundation Mana	ear—see instru	-	unuation nau \$3		
-	List any managers of the foundation who have co	_	2% of the total con	tributions received hy	the foundation	
_	before the close of any tax year (but only if they h					
N/A						
	List any managers of the foundation who own 10	% or more of the sto	ck of a corporation	(or an equally large r	ortion of the	-
_	ownership of a partnership or other entity) of which		•	, , , , , ,		
N/A			Ū			
2	Information Regarding Contribution, Gra	nt Gift Loan Sc	holarshin etc. I	Programs:		
_	Check here ► X if the foundation only make unsolicited requests for funds. If the foundation mother conditions, complete items 2a, b, c, and d	s contributions to pre	eselected charitable	e organizations and d		
	The name, address, and telephone number or e-	mail of the person to	whom applications	should be addressed	d	
4	The hame, address, and telephone hamber of a	man of the person to	Wildin applications	onodia be addressed	u	
SU	NTRUST BANK GA-ATL-0041, SUITE 900 1	155 PEACHTREE	ST NE ATLANTA	A, GA 30309		
	The form in which applications should be submitt					
	TPS //WWW SUNTRUST COM/MICROSITES Any submission deadlines	S/FOUNDATION/E	DEFAULT HTM			
	RCH 31, AUGUST 31, NOVEMBER 30	h.,		- h		
d	Any restrictions or limitations on awards, such as factors	by geographical are	as, charitable fields	s, kinds of institutions	, or other	
ו וכן	EASE OO TO UTTRE /AAAAAA SUNTRUST O		/COLINDATION/		D MODE INCO	

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Form 990-PF (2012) TR WALTER RICH ET AL MEM FD UW 58-6026053 Page 11 Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Foundation show any relationship to Purpose of grant or status of Amount any foundation manager contribution recipient Name and address (home or business) or substantial contributor Paid during the year See Attached Statement 115,000 Total **▶** 3a Approved for future payment NONE

0

▶ 3b

Form 990-P	F (2012) TR WALTER RICH ET AL MEM FD	UW			58-602	6053 Page 12
Part XV	I-A Analysis of Income-Producing Act	ivities	-			
Enter gro	ss amounts unless otherwise indicated	Unrelated bus	siness income	Excluded by section	on 512, 513, or 514	(e)
	am service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
_						
. —						
		-				
e		-				
f		-				<u> </u>
_	es and contracts from government agencies ership dues and assessments					
	st on savings and temporary cash investments		<u>-</u>			
	ends and interest from securities		,,,,	14	159,456	
	ental income or (loss) from real estate	# ### ##	- 178. i 178.		40 ALC 40	
a De	ebt-financed property		_			
b No	ot debt-financed property					
	ental income or (loss) from personal property					
	investment income					
	or (loss) from sales of assets other than inventory			18	113,793	
	come or (loss) from special events profit or (loss) from sales of inventory					
	revenue a					
d		_				
e				V ***		
	tal Add columns (b), (d), and (e)	النظر في الشاهد التي	0	M. M.	273,249	
	. Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations)	•	•		13	273,249
	I-B Relationship of Activities to the Ac	complishment	of Exempt P	Urnoses		
Line No. ▼		ne is reported in col	umn (e) of Part X	VI-A contributed ii		ctions)
	Not Applicable					
						_
						
						
						-
						<u>-</u>
		-				
		· · · · · · · · · · · · · · · · · · ·				
			 			
-						
						

Form 990-PF		R RICH ET AL I					58-602		Pag	e 13
Part XVII			fers To and Transa	ctions and F	Relations	hips Wit	h Noncharit	able		
	Exempt Organiza							T		
in sect organia a Transf (1) Ca (2) Ot b Other	ion 501(c) of the Code zations? ers from the reporting ash her assets transactions	o (other than see	gage in any of the folloction 501(c)(3) organized noncharitable exempt	ations) or in s	ection 527			1a(1) 1a(2)	Yes	No X X
	iles of assets to a none		npt organization ble exempt organizatioi			•		1b(1) 1b(2)		X
	ental of facilities, equip				•			1b(3)		X
	eimbursement arrange					-		1b(4)		X
	ans or loan guarantee							1b(5)		Х
(6) Pe	erformance of services	or membership	o or fundraising solicita	itions				1b(6)		Х
		-	, other assets, or paid					1c		_X
value	of the goods, other ass	sets, or services	omplete the following s s given by the reporting ment, show in column	g foundation. I	f the found	dation reco	eived less thai	n fair ma	arket	
(a) Line no	(b) Amount involved	(c) Name of	noncharitable exempt organi	zation (d)	Description	of transfers,	transactions, and	sharing ari	rangem	ents
		Not Applicable	<u> </u>							
		ļ <u> </u>								
				-						
		-	<u> </u>			-				
			•							
	ļ <u></u> -					<u> </u>			<u></u> -	
						_				
		 							<u>.</u>	
descri		of the Code (oth	ed with, or related to, oner than section 501(c)			organizat	ions .	Yes X] No	
	(a) Name of organization		(b) Type of orga	anization		(c) l	Description of rela	tionship		
			<u> </u>		L					
1 1	Inder penalties of penury I declare	that I have examined th	ua matura, unalcidina coccamannuna e	abadulaa and atatama	onte and to the	bact of my know	utodao ond holiof itic	in o		

Here	·	nature of officer or trustee	5/9/2013 Date	TRUSTEE Title	instructions)? X Yes No
Paid Prepa	rer	Print/Type preparer's name DONALD J ROMAN	Preparer's signature	Date 5/9/2013	Check X if self-employed P00364310
Use O		Firm's name ► PRICEWATE	RHOUSECOOPERS, LLF		Firm's EIN ► 13-4008324
036 0	rilly	Firm's address ► 600 GRANT	STREET, PITTSBURGH F	PA 15219	Phone no 412-355-6000

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign

Form **990-PF** (2012)

May the IRS discuss this return

TR WALTER RICH ET AL MEN	1 FD UW			58-60	26053 Page	1 of 1
Continuation of Part XV,	Line 3a (990-PF) -	Gran	ts and Con	tributions Pai	d During th	e Year
Recipient(s) paid during the year			-			
Name						
THE GALLOWAY SCHOOL				·		· · · · · · · · · · · · · · · · · · ·
Street						
City	<u> </u>	State	Zip Code	Foreign Cou	ntry	
			.			
Relationship	Foundation Status	•				
NONE Purpose of grant/contribution	N/A				Amount	
GENERAL OPERATING					Amount	25,000
Name					···•	
GRADY HEALTH FOUNDATION						
Street	<u> </u>					
City		C4-4-	7:- 0-4-	Irania o		
City		State	Zip Code	Foreign Cou	ntry	
Relationship	Foundation Status	•	1			
NONE	N/A			<u> </u>		
Purpose of grant/contribution					Amount	40.000
GENERAL OPERATING		-		_		40,000
Name	·D.4					
ATLANTA SYMPHONY ORCHEST Street	KA			···		
City		State	Zip Code	Foreign Cou	ntry	
Relationship	Foundation Status		L			
NONE	N/A	•				
Purpose of grant/contribution					Amount	05.000
GENERAL OPERATING						25,000
Name EMORY UNIVERSITY						
Street		-				
City		State	Zip Code	Foreign Cou	ntry	
Relationship	Foundation Status	<u> </u>	I			
NONE	N/A	•				
Purpose of grant/contribution					Amount	
GENERAL OPERATING		·				25,000
Name						
Street						
Oli Cel						
City		State	Zip Code	Foreign Cou	ntry	
	Jr. 1.41 01.4	<u> </u>	<u> </u>			_
Relationship	Foundation Status	5				
Purpose of grant/contribution				·	Amount	
				···		
Name						
Street						
City		State	Zip Code	Foreign Cou	ntrv	
Relationship	Foundation Status	3				
Purpose of grant/contribution					Amount	
i aipose of granteonthibution					Amount	

5/9/2013 9 16 14 AM - 1104403 - 1071 - EF - TR WALTER RICH ET AL MEM FD UW

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

Check 'Y' Chec			Amount						Totals	Gross		Cost, Other Basis and Expenses	Other Expenses	Net Gain or Loss	ain
Sent time Colorate Sent ti		Long Term CG Distributions						ర	pital Gains/Losses		3,665,954		3,552,161		113,793
Part		Short Term CG Distributions							Other sales		0		0		0
	G Speck	<u> </u>			Check "X" If							Expense of Sale and Cost of			
X OLIVAN SCRIPTION 200 (CLAMA SACK) CONTRACTOR 200 (CL	to inclu		# disilio	Pirasedani	Rishes	Date	Acquisition	Date	Gross Sales	Cost or Other Basis	Valuation	fmprove- ments	Depreciation	Adiustments	Net Gain or Loss
X SOLIMAN SUCCIO CONTRA STATE AND LANGE AND	×	7	277911491			2/6/2012		8/6/2012		2,925				0	20
K. GALDARI M. SALCHARD SECTION BASES OF TABLE STATES O	<u> </u>	GOLDMAN SACHS GROWTH (381427401			1/15/2010	 	2/6/2012	7,025	5,907				0 0	1,118
X SAMES BOX WITTENING ACADITION OF ACADITIO	1	GOLDMAN SACHS GROWTH O	381427401			8/8/2011		8/6/2012	20.565	17.075				0	3,490
X Spines (ROX MY) CAUCH CARREST (ROX MY) CAUCH CARRE	T .	ISHARES TR DOW JONES SEL	· -		_	7/18/2011		2/6/2012	7,549	7,214				0	335
X SINNESS BOOK MY GOADE CARGOTT LEGGE NOT ALL TOWN CARGOTT CARG	: 	ISHARES IBOXX INVT GRADE				10/18/2011	<u> </u>	8/6/2012	49,841	46,239		·			3,602
X. BAHKES IN RUSSELL TOOK 46,227.24 Control 17,500 20,000 </td <td>×</td> <td>ISHARES IBOXX INVT GRADE</td> <td></td> <td></td> <td></td> <td>2/6/2012</td> <td></td> <td>8/6/2012</td> <td>8,810</td> <td>8,500</td> <td></td> <td></td> <td></td> <td>0</td> <td>310</td>	×	ISHARES IBOXX INVT GRADE				2/6/2012		8/6/2012	8,810	8,500				0	310
X SIGNEDS IN CONSTITUTION AGAZETISM 175,000 25,000 15,000 25,000 </td <td>× ></td> <td>ISHARES IBOXX INVT GRADE</td> <td></td> <td></td> <td></td> <td>5/26/2011</td> <td></td> <td>8/6/2012</td> <td>170,160</td> <td>156,799</td> <td>:</td> <td>,</td> <td></td> <td>0 0</td> <td>13,361</td>	× >	ISHARES IBOXX INVT GRADE				5/26/2011		8/6/2012	170,160	156,799	:	,		0 0	13,361
X Blankes in Russell, 1000 4642779 17500	, e	ISHARES TR RUSSELL 1000 V	į			1/15/2010	1	2/6/2012	33,573	29,586				0	3,987
X BIANDES IN BLOSSELL (1000) 446287614 2962012 BIANDES IN BLOSSELL (1000) 446287614 2962012 154000		ISHARES TR RUSSELL 1000 V				1/15/2010		8/6/2012	149,230	126,897	-			0	22,333
X ELGG WASON BATTERWING SEGUES SEGUENCE AND LIVERAGE STATES AND LIVER	1	ISHARES TR RUSSELL 1000 C				2/6/2012		8/6/2012	179,695	81,510 176.887			-	0,0	2,645 2,808
X EGG MASON BATTERWISC SERSENCY 17,2549 2,000.00 4,000 1,000.00 4,000 1,000.00 4,000 1,000.00 4,000 1,000.00 4,000 1,000.00 4,000 1,000.00 4,000 1,000.00 <td>L</td> <td>ISHARES BARCLAYS 3-7 YR T</td> <td></td> <td></td> <td></td> <td>8/6/2012</td> <td></td> <td>11/19/2012</td> <td>2,225</td> <td>2,221</td> <td></td> <td>,</td> <td></td> <td>0</td> <td>4</td>	L	ISHARES BARCLAYS 3-7 YR T				8/6/2012		11/19/2012	2,225	2,221		,		0	4
X EGG MASON BATTERWINC SERSEBROT G AST S AST </td <td>1</td> <td>LEGG MASON BATTERYMRC</td> <td></td> <td></td> <td></td> <td>1/15/2010</td> <td></td> <td>2/6/2012</td> <td>122,948</td> <td>122,544</td> <td></td> <td></td> <td></td> <td>0</td> <td>404</td>	1	LEGG MASON BATTERYMRC				1/15/2010		2/6/2012	122,948	122,544				0	404
X ECOLOMISCION BITTETRANICE CREGINATION TATELITY CREGINATION	_	LEGG MASON BATTERYMRC				6/24/2010	-	2/6/2012	43,443	40,650			-	0 0	-12 152
X IEGGM MASON BATTERYNNE 236454007 0.0175 10.715 - 0 - 0 - - 0 -	1	FGG MASON BATTERYMRO	;			7/18/2011	-	2/6/2012	40,528	45,225				0	4,697
X MES RESERVELHITL-IL SEZBRAZIO CARDINI SERVELLI INTIL SEZBRAZIO CARDINI SEZBRAZIO TOTRAZIOII ZARZONI SEZBRAZIO TOTRAZIOII ZARZONI SEZBRAZIO TOTRAZIONI SEZBRAZIONI SEZBRAZIO TOTRAZIONI SEZBRAZIONI SEZBRAZIO TOTRAZIONI SEZBRAZIONI SEZBRAZIO TOTRAZIONI SEZBRAZIONI S	_	LEGG MASON BATTERYMRC		r		8/8/2011		2/6/2012	10,713	10,175	1			.0	538
X WEST RESERVED. INT.1 SESSBRAND TITEZOTO ZEGOTO 7.89 SER 2.89 SER CONTROL		LEGG MASON BATTERYMRC				10/18/2011		2/6/2012	63,476	58,025			1		5,451
X WIRT SESENCH MILL SSZBBSARD MITSZDIO ZBZDIO CDEADLE 2.98.889 2.94.880 CDEADLE	4	MFS RESEARCH INTL-I	552983470			1/26/2011	;	2/6/2012	34,090	36,994					40,454
X WEREBERCH INTL. SE2899470 H152010 BREDOT 73377 7327 0 X WER FRESCHCH INTL. SE2899470 BREDOTI BREDOTI 15788 7307 0 X NAME FRESCHCH INTL. SE2899470 BREDOTI 16702 15786 7205 0 X PINCO FOREIGN BIOLISH BREDOTI 16702 15787 2027 0 1 X PREDITOR CHARLES AND STATE	-1-	MFS RESEARCH INTL-I	552983470			1/15/2010	,	2/6/2012	128,296	138,450	ı	1 1 1		,	4,692
X WIRST RESERVED, MILL. 55288-3470 0 10 10 20 10 20 20 20 20 20 20 20 20 20 20 20 20 20		MFS RESEARCH INTL-I	552983470			1/15/2010		8/6/2012	73,367	73,217				0 0	150
X PIMO CORREION BD LSS HED 662012 187 220	 - -	MFS RESEARCH INTL-	552983470			10/18/2011		8/6/2012 8/6/2012	8,136 57,668	67,275					393
X RIMLYTRAVILLEY TA972H814 B0202011 2660012 210,932 226,218 0 1 X TIMPLETON GLOBAL BD-ADA B8020400 4027011 2660012 21,0932 21,274 0	-1-	MFS RESEARCH IN L-1 PIMCO FORFIGN BD USS HED				2/6/2012	_	8/6/2012	187,528	180,250				,0	7,278
X TEMPLETOR GLOBAL BOAD TRANSCRIPTION GLOBAL BOAD		RS INVT TR VALUE-Y				3/28/2011		2/6/2012	210,922	226,218				0 0	-15,296
X TEMPLETION GLOBAL BLADAY Segogeage 45.225 Control Branch 45.225 Control Branch Control Branch <th< td=""><td> </td><td>RS INVT TR VALUE-Y</td><td>_</td><td></td><td></td><td>4070011</td><td>1</td><td>2/6/2012</td><td>15,35</td><td>13,0/5</td><td></td><td></td><td></td><td></td><td></td></th<>		RS INVT TR VALUE-Y	_			4070011	1	2/6/2012	15,35	13,0/5					
X TEMPLETON GLOBAL BD-ADY BARDOR 89208400 89208400 TINEACOLI 2662012 2662012 43.95 67.87 44.95 67.87 44.95 67.97 44.97 67.97 44.97	1	TEMPLETON GLOBAL BD-ADV				5/26/2011		2/6/2012	43,098	45,325				0	-2,227
X TEMPLETION GLOBAL BD-ADV BERZOBSON BERZOBSON 1762011 105/2012 105/2012 105/2012 1		TEMPLETON GLOBAL BD-AD				7/18/2011		2/6/2012	33,305	34,925				0 0	-1,620
X TEMPLETON GLOBAL BD-AD/ VANCIACARD BUINDEX SHORT 880204600 1018/2011 846/2012 74,457 45.25 0 0 0 0 0 0 0 0 0 0 0 0 27,0505 0 0 27,0505 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 0 27,0705 <th< td=""><td>\downarrow</td><td>TEMPLETON GLOBAL BD-ADV</td><td>L</td><td></td><td></td><td>1/26/2011</td><td></td><td>8/6/2012</td><td>135,264</td><td>138,031</td><td></td><td></td><td></td><td>0</td><td>-2,767</td></th<>	\downarrow	TEMPLETON GLOBAL BD-ADV	L			1/26/2011		8/6/2012	135,264	138,031				0	-2,767
X VARIOURDE BD INDEX SHORT 921937827 1/26/2011 8/6/2012 1/26/2012		TEMPLETON GLOBAL BD-ADV	,	The state of the s		10/18/2011		8/6/2012	44,467	43,625				0	842
X VANGUARD BUINDEX TOTAL 25 1937835 418,286 391,404 20 <td></td> <td>VANGUARD BD INDEX SHORT</td> <td></td> <td></td> <td></td> <td>1/26/2011</td> <td></td> <td>8/6/2012</td> <td>272,705</td> <td>270,505</td> <td></td> <td></td> <td></td> <td>0 0</td> <td>2,200</td>		VANGUARD BD INDEX SHORT				1/26/2011		8/6/2012	272,705	270,505				0 0	2,200
X VANGUARD BD INDEX TOTAL 921937835 2662012 2662012 4,389 3,375 0 X INVESCO SMALL CAP GROWT 00141M622 4,389 3,375 0 0 X INVESCO SMALL CAP GROWT 00141M622 2662012 2662012 2662012 0 X INVESCO SMALL CAP GROWT 00141M622 2662012 7,486 6,099 0 X INVESCO SMALL CAP GROWT 00141M622 2662012 7,548 6,099 0 X INVESCO SMALL CAP GROWT 00141M622 2662012 7,548 6,099 0 X INVESCO SMALL CAP GROWT 00141M622 2662012 7,548 6,099 0 X ADVISORS CAMBIAR SMALL COTTS WASHARD CAP CAMBIAR SMALL COTTA RETURN CAP CAMBIAR CAP	t E	VANGUARD BD INDEX TOTAL	921937835			1/15/2010		8/6/2012	418,286	391,404			1		26,882
X INVESCO SMALL CAP GROWT 00141M622 4,389 3,875 0 X INVESCO SMALL CAP GROWT 00141M622 386 3,00 0 X INVESCO SMALL CAP GROWT 00141M622 386 0,01 0 X INVESCO SMALL CAP GROWT 00141M622 7,448 6,090 0 X INVESCO SMALL CAP GROWT 00141M622 7,560 7,560 7,564 X INVESCO SMALL CAP GROWT 00141M622 7,560 7,560 7,564 X ADVISORS CAMBIAR SMALL COPTANGS3 3728/2011 8/6/2012 5,269 X ADVISORS CAMBIAR SMALL COPTANGS3 300/5/2012 6,099 5,269 X ADVISORS CAMBIAR SMALL COPTANGS3 4,825 4,825 4,825 X ADVISORS CAMBIAR SMALL COPTAL RETURN 256/2012 11/19/2012 6,099 X ADVISORS CAMBIAR SMALL COPTAL RETURN 256/2012 11/19/2012 6,090 4,825 X ADVISORS CAMBIAR SMALL COPTAL RETURN 277914491 11/19/2012 11/19/2012 <td></td> <td>VANGUARD BD INDEX TOTAL</td> <td>921937835</td> <td></td> <td></td> <td>2/6/2012</td> <td></td> <td>8/6/2012</td> <td>19,264</td> <td>19,021</td> <td></td> <td></td> <td></td> <td>0</td> <td>243</td>		VANGUARD BD INDEX TOTAL	921937835			2/6/2012		8/6/2012	19,264	19,021				0	243
X INVESCO SMALL CAP GROWN OUT-INFO CONTROL CAP GROWN OUT-INFO OUT-		INVESCO SMALL CAP GROW	1	1 3		10/18/2011	-	2/6/2012	4,389	3,875				,	514
X INVESCO SMALL CAR GROWT 00141M622 7,446 6,090 0 X ADVISORS CAMBIAR SIMALL 0075W0593 3728/2011 2/6/2012 7,560 7,564 0 X ADVISORS CAMBIAR SIMALL 0075W0593 3728/2011 8/6/2012 0 X ADVISORS CAMBIAR SIMALL 0075W0593 8/6/2012 6,039 0 X EATON VANCE ATLANTA CAPP 11/19/2012 11/19/2012 11/19/2012 0 X EATON VANCE FITGARTA 27/79/14/91 8/6/2012 105/899 0	+	INVESCO SMALL CAP GROW	!			1/15/2010		8/6/2012	į	47.273	 - -			0	16,053
X ADVISORS CAMBIAR SINALL 0075w0593 3728/2011 2/6/2012 7,560 7,564 0 0 X ADVISORS CAMBIAR SINALL 0075w0593 8/6/2012 6,099 0	:	INVESCO SMALL CAP GROWN	1			8/8/2011		8/6/2012	7,448	060'9	; ; ;			٥	1,358
X ADVISIORS CAMBIAR SMALL OFFICIAL SM		ADVISORS CAMBIAR SMALL (0075W0593			3/28/2011		2/6/2012	7,500	7,564			C Company on an arm	0 0	-64
X ADVISORS CAMBIAR SMALL 0075W0593 10/18/2011 8/6/2012 6/274 5/850 0 X DOUBLELINE TOTAL RETURN 258620103 8/6/2012 1/19/2012 1/19/2012 1/19/2012 1/19/2012 0 X EATON VANCE ATTANTA CAPP 10.599 10.599 10.696 0	1	ADVISORS CAMBIAR SMALL O	0075W0593		r i	8/8/2011		8/6/2012	660'9	5,250				0	849
X DOUBLELINE TOTAL RETURN 258620103 86/2012 11/19/2012 11/19/2012 4,825 4,774 0 0 X EATON VANCE ATTANTA CAP 277902698 86/2012 10,925 10,509 0 0 X EATON VANCE FLTG-RT-I 277911491 0 0 0 0		ADVISORS CAMBIAR SMALL (,		10/18/2011		8/6/2012	6,274	5,850				0	424
X EATON VANCE FLTG-RT-1 277911491		DOUBLELINE TOTAL RETURN	1	1		8/6/2012		11/19/2012	4,825	4,774			-	5,0	116
	į i	EATON VANCE FLTG-RT-I			 	5/26/2011		8/6/2012	105,899	106,517	<u> </u>			0	-618

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

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

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

		18,089	1,585	0	0
		Revenue and Expenses	Net Investment	Adjusted	Disbursements for Charitable
	Description	per Books	Income	Net Income	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
	Basis of	Book Value	Book Value	FMV
Asset Description	Valuation	Beg of Year	End of Year	End of Year
1 OTHER INVESTMENTS		6,103,051	6,163,381	6,672,055

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

111,717	Gains Minus Excess of FMV Over Adjusted	Basis or Losses	2	1118	198 24	3,490	3 602	310	13.361	289	3 987	22,333	2,645	2,808	4	404	2 793	-12,152	-4 697	000	0,40	10 154	4 692	150	256	393	7,278	2,276	-1,248	-2,227	1.599	-2,767	842	2,200	-18	26,882	744	76	16,053	1,358	\$	-5,301	3	51.	416	618
0	>	Over Adj Basis	0		0	5 6		· c		0				0	0	•	0	0	0 0		5 6		, c	-	0	0	5 C	0	0	o 'c		0		0,	0	-		,	0	0	0	-		0 0	C	0
0	Adjusted Basis as of	12/31/69	ō	o'	5	5 6		5		0		0	0	0	0	o	0	D	0 0		5 6		-		0 !	0		0	0	0.0	0	0		0	0	-			0	0	0			0	0	0
0	FMV as of	12/31/69	0	o'		5 'C		o c	0	0	,			0		•	0	5	o •	5	5 C	.,	o'c	ō	o;	0	5 C	0	0	00	0	0		,	0	o ;		·; o	0	6	0	00		0.0	0	0
111,717		Gain or Loss	8	1118	43,941	338	3 802	3,002	13.361	289	3 987	22 333	2,645	2,808	, T	\$	2,793	-12,152	1697	000	2 004	10154	4 692	150	256	393	7,278	2,276	-1,248	-2,227	1.599	-2,767		2 200	-18	26,882	743	76	16,053	1,358	79	-5 301	nto	515	416	-618
3,552,161	Cost or Other Basis Plus	Expense of Sale	2,925	5 907	225 277	7 7 7	46 230	8 500	156.789	3.114	29 586	126.897	81,510	176,887	2,221	122 544	40,650	100 535	45 225	6/1 01	36 994	138 450	245,196	73,217	006,7	57,275	180,250	13,075	21,274	45,325	69 469	138,031	43 625	270,505	15,692	391 404	120,81	3.0	47,273	9'080	7,564	58,998	057.6	4.774	10 509	106,517
0		Adjustments	0	0	0	5 6		5'6	- 0		C	0	0	0	0	-	5	0	-		- -		o' c	· o	o	0	o'c		0	0'0		0	0	o	0	o (• •	0		0	00		o ' o	0	00
0	Depreciation	Allowed				- •											•				_			•			,			I											.	i				-
3,663,878	Gross	8	2,945	7,025	269,218	20,565	40 841	- t 6	170 160	3 403	33 573	149.230	84,155	179 695	2,225	122,948	43,443	88,383	40,528	10,713	074.50	128 206	249 888	73,367	8,156	27,668	187,528	15 351	20,026	43,098	67.870	135 264	44,467	272,705	15,674	418,286	407'A!	386	63 326	7 448	7 500	53,697	5600	4.825	10 925	105,899
	Date	Sold	8/6/2012	2/6/2012	8/6/2012	8/6/2012	B/B/2012	8/6/2012	8/6/2012	11/19/2012	2/6/2012	8/6/2012	8/6/2012	11/19/2012	11/19/2012	2/6/2012	2/6/2012	2/6/2012	2/6/2012	7,07,07	2/07/07/2	2,007012	2/6/2012	8/6/2012	1	8/6/2012	2/6/2012	2/6/2012	2/6/2012	2/6/2012	2/6/2012	8/6/2012	8/6/2012	8/6/2012	8/6/2012	8/6/2012	9/0/2012	2/6/2012	8/8/2012	8/6/2012	2/6/2012	8/6/2012	200000	11/19/2012	11/19/2012	8/6/2012
	Date	Acquired	2/6/2012	1/15/2010	1/15/2010	8/8/2011	10/18/2011	2/6/2012	5/26/2011	5/26/2011	1/15/2010	1/15/2010	2/6/2012	2/6/2012	8/6/2012	1/15/2010	6/24/2010	1/26/2011	7/18/2011	1107/8/9	1078701	7/18/2011	1/15/2010	1/15/2010	8/8/2011	10/18/2011	3/28/2012	8/8/2011	4/27/2011	5/26/2011	1/26/2011	1/26/2011	10/18/2011	1/26/2011	2/6/2012	1/15/2010	2002012	8/8/2011	1/15/2010	8/8/2011	3/28/2011	3/28/2011	0/0/70	_	Ť	_
	Ho₩	Acquired			;							 										:								1												!		!		
2,0/6		CUSIP#	277911491	381427401	381427401	381427401						¦ -		464287614	464288661	\$2465U607	52465U607	52465U607	152465U607	22405000/	524850507	552083470	552083470	552983470	552983470	552983470	693390882 74972H614	74972H614	880208400	880208400	880208400	880208400	880208400	L.			92193/635	00141M622	00141M622	00141M622	0075W0593	0075W0593	000000000000000000000000000000000000000	258620103		
Long Lerm CG Distributions Short Term CG Distributions		Description of Property Sold	EATON VANCE FLTG-RT-I	GOLDMAN SACHS GROWTH OPPTYS-I	GOLDMAN SACHS GROWTH OPPTYS-1 38142Y401	GOLDMAN SACHS GROWTH OPPTYS:	ISHABES IN DOW JOINES SEL DIVD IN	ISHABES IBOXX INV. GRADE CORP BO	ISHARES IBOXX INVT GRADE CORP BD	ISHARES IBOXX INVT GRADE CORP BO	ISHARES TR RUSSELL 1000 VALUE IND	ISHARES TR RUSSELL 1000 VALUE IND	ISHARES TR RUSSELL 1000 GROWTH I	ISHARES TR RUSSELL 1000 GROWTH I	ISHARES BARCLAYS 3-7 YR TREAS BD	LEGG MASON BATTERYMRC EMRG MKS2465U607	LEGG MASON BATTERYMRC EMRG MK52465U607	LEGG MA'SON BATTERYMRC EMRG MK52465U607	LEGG MA'SON BATTERYMRC EMRG MK52465U607	LEGG MASON BALLERYMRC EMRG MN32463U60/	LEGG MASON BALLENTMRC EMRG MAS24650607	MES DESERVED INTELL	MIC NECEDATOR INTER	MFS RESEARCH INTL-I	MFS RESEARCH INTL-I	MFS RESEARCH INTL-I	PIMCO FOREIGN BD US\$ HEDGED-I RS INVT TR VALUE:Y	RS INVT TR VALUE-Y	TEMPLETON GLOBAL BD-ADV	VANGUARD BD INDEX SHORT TERM BE	VANGUARD BD INDEX SHORT TERM BE	VANGUARD BD INDEX TOTAL BD MKT E	WANGUARLI BU INDEX TOTAL BU MR.	INVESCO SMALL CAP GROWTH-I	INVESCO SMALL CAP GROWTH-I	INVESCO SMALL CAP GROWTH-I	ADVISORS CAMBIAR SMALL CAP-I	ADVISORS CAMBIAR SMALL CAP-I	ADVISORS CAMBIAN SMALL CAP-	DOUBLELINE TOTAL RETURN BD-I	FATON VANCE ATI ANTA CAP SMID.CA	50 EATON VANCE FLTG-RT-I				

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Part VII	

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_	Expense				•						
_	Benefits										
25,397	Compensation										
	Avg Hrs Title Per Week	AS REQ'D	-	AS REQ'D		AS REQ'D		AS REQ'D		AS REQ'D	
	Ę	TRUSTEE		CHAIRMAN AS REQ'D		DIST COMM AS REQ'D		DIST COM AS REQ'D		SECRETARY AS REQ'D	
	Foreign Country										
	Zio Code	GA 30302		30302		30302	,	30302		30302	
	State	Ą	_	Ą		ĕ	_	Ą		ВA	
	2	ATLANTA		ATLANTA		ATLANTA		ATLANTA		ATLANTA	
	Street	P O BOX 4655		P O BOX 4655		P O BOX 4655		P O BOX 4655		P O BOX 4655	
	Check "X"										
	a Bear	SUNTRUST BANKS, INC	*	JENNER WOOD	2	JOHN GERAGHTY	6	DAVE DIERKER	4	KIRBY THOMPSON	ď

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