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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

2009

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WILLIAM A. RICHARDSON TRUST U/I EASTERN BANK, TRUSTEE		A Employer identification number 04-6045863
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (781) 581-4274
	City or town, state, and ZIP code SAUGUS, MA 01906		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **358,637.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	10,482.	10,482.		STMT 1
5a	Gross rents				
	b Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,646.			
	b Gross sales price for all assets on line 6a 172,924.				
7	Capital gain net income (from Part IV, line 2)		2,646.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	409.			STMT 4
12	Total. Add lines 1 through 11	13,537.	13,128.		
13	Compensation of officers, directors, trustees, etc.	4,618.	2,309.		2,309.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	53.	53.		STMT 5
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	34.			34.
24	Total operating and administrative expenses.				
	Add lines 13 through 23	4,705.	2,362.		2,343.
25	Contributions, gifts, grants paid	14,025.			14,025.
26	Total expenses and disbursements. Add lines 24 and 25	18,730.	2,362.		16,368.
27	Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,193.			
	b Net investment income (if negative, enter -0-)		10,766.		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form **990-PF** (2009)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	343,343.	336,622.	358,637.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
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)	343,343.	336,622.	358,637.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	320,078.	336,622.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	23,265.				
30	Total net assets or fund balances (see page 17 of the instructions)	343,343.	336,622.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	343,343.	336,622.			

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)	1 343,343.
2	Enter amount from Part I, line 27a	2 -5,193.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 338,150.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5 1,528.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 336,622.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,646.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2008	23,617.	390,122.	0.06053747289
2007	14,019.	443,091.	0.03163909897
2006	24,544.	409,106.	0.05999423132
2005	14,459.	399,093.	0.03622965073
2004	23,371.	396,849.	0.05889141714

2 Total of line 1, column (d)	2	0.24729187105
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	0.04945837421
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	330,820.
5 Multiply line 4 by line 3	5	16,362.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	108.
7 Add lines 5 and 6	7	16,470.
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 on page 18.	8	16,368.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows for credits and payments (6a-6d). Values include 215, NONE, 92, and 123.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, expenditures, and asset reporting.

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address N/A

14 The books are in care of EASTERN BANK Telephone no. (781) 581-4274
 Located at 605 BROADWAY, SAUGUS, MA ZIP + 4 01906

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

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		4,618.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments. See page 24 of the instructions.	
3 NONE	

Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	335,858.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	335,858.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	335,858.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	5,038.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	330,820.
6	Minimum investment return. Enter 5% of line 5	6	16,541.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	16,541.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	215.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	215.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,326.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	16,326.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,326.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	16,368.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,368.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,368.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				16,326.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			14,025.	
b Total for prior years: 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 16,368.				
a Applied to 2008, but not more than line 2a			14,025.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				2,343.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				13,983.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 10				
Total				▶ 3a 14,025.
b <i>Approved for future payment</i>				
Total				▶ 3b

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					27.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					3.	
13,931.00		1113.586 ARTIO (FORMERLY JULIUS BAER) TO PROPERTY TYPE: SECURITIES 15,000.00					05/01/2008 -1,069.00	01/28/2009
724.00		19. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 732.00					04/10/2007 -8.00	02/13/2009
296.00		11. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES 272.00					12/16/2008 24.00	02/25/2009
1,343.00		50. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES 2,050.00					10/26/2005 -707.00	02/25/2009
208.00		7. PNC BANK CORP PROPERTY TYPE: SECURITIES 338.00					12/16/2008 -130.00	02/26/2009
1,068.00		36. PNC BANK CORP PROPERTY TYPE: SECURITIES 2,591.00					06/19/2007 -1,523.00	02/26/2009
304.00		7. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 224.00					06/30/2006 80.00	03/11/2009
1,626.00		89. AKAMAI TECHNOLOGIES PROPERTY TYPE: SECURITIES 1,316.00					12/16/2008 310.00	03/12/2009
1,155.00		89. CONSTELLATION BRANDS, INC. PROPERTY TYPE: SECURITIES 1,710.00					03/09/2007 -555.00	03/13/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,778.00		37. PEPSICO INC PROPERTY TYPE: SECURITIES 1,647.00					07/27/2000	03/13/2009
							131.00	
1,806.00		97. MEMC ELECTRONIC MATERIALS PROPERTY TYPE: SECURITIES 1,525.00					12/16/2008	03/26/2009
							281.00	
1,225.00		42. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 1,250.00					02/13/2008	04/03/2009
							-25.00	
575.00		31. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 680.00					06/26/2008	04/07/2009
							-105.00	
556.00		50. CONSTELLATION BRANDS, INC. PROPERTY TYPE: SECURITIES 604.00					12/16/2008	04/14/2009
							-48.00	
633.00		57. CONSTELLATION BRANDS, INC. PROPERTY TYPE: SECURITIES 1,095.00					03/09/2007	04/14/2009
							-462.00	
952.00		59. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 735.00					05/20/2005	04/28/2009
							217.00	
695.00		21. AMERICA MOVIL SERIES L PROPERTY TYPE: SECURITIES 984.00					09/22/2008	04/30/2009
							-289.00	
2,018.00		61. AMERICA MOVIL SERIES L PROPERTY TYPE: SECURITIES 2,136.00					05/26/2006	04/30/2009
							-118.00	
25,289.00		25000. GENENTECH INC 4.75% 07/15/2015 PROPERTY TYPE: SECURITIES 25,748.00					01/20/2009	05/01/2009
							-459.00	
990.00		20. PEPSICO INC PROPERTY TYPE: SECURITIES 890.00					07/27/2000	05/01/2009
							100.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
686.00		14. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 421.00				07/27/2000	05/01/2009	265.00
872.00		43. AKAMAI TECHNOLOGIES PROPERTY TYPE: SECURITIES 636.00				12/16/2008	05/13/2009	236.00
629.00		8. APACHE CORP PROPERTY TYPE: SECURITIES 862.00				02/13/2008	05/13/2009	-233.00
184.00		16. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 536.00				03/10/2003	05/13/2009	-352.00
345.00		8. BOEING CO PROPERTY TYPE: SECURITIES 323.00				12/16/2008	05/13/2009	22.00
479.00		7. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 602.00				07/18/2008	05/13/2009	-123.00
545.00		9. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 630.00				02/07/2006	05/13/2009	-85.00
181.00		16. INTERSIL HOLDING CORP. PROPERTY TYPE: SECURITIES 161.00				12/16/2008	05/13/2009	20.00
220.00		5. I SHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 210.00				11/13/2008	05/13/2009	10.00
352.00		12. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 603.00				02/13/2008	05/13/2009	-251.00
435.00		22. MICROSOFT PROPERTY TYPE: SECURITIES 437.00				12/16/2008	05/13/2009	-2.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
186.00		6. OMNICON GROUP PROPERTY TYPE: SECURITIES 170.00				03/25/2003	05/13/2009	16.00
1,359.00		88. PFIZER INC PROPERTY TYPE: SECURITIES 2,262.00				03/22/2007	05/13/2009	-903.00
760.00		15. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 451.00				07/27/2000	05/13/2009	309.00
189.00		5. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 193.00				04/10/2007	05/13/2009	-4.00
314.00		7. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 224.00				06/30/2006	05/13/2009	90.00
1,031.00		25. XTO ENERGY INC PROPERTY TYPE: SECURITIES 955.00				01/08/2009	05/13/2009	76.00
145.00		8. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 100.00				05/20/2005	05/13/2009	45.00
1,615.00		20. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES 2,182.00				05/16/2008	06/30/2009	-567.00
844.00		36. COACH, INC. PROPERTY TYPE: SECURITIES 1,115.00				05/24/2006	07/10/2009	-271.00
681.00		12. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 706.00				11/09/2007	07/10/2009	-25.00
1,761.00		176. NEW YORK COMMUNITY BANCORP PROPERTY TYPE: SECURITIES 1,909.00				05/13/2009	07/10/2009	-148.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
780.00		20. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 770.00					04/10/2007 10.00	07/17/2009
1,206.00		74. AKAMAI TECHNOLOGIES PROPERTY TYPE: SECURITIES 1,095.00					12/16/2008 111.00	07/30/2009
1,452.00		28. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 1,898.00					06/12/2007 -446.00	07/31/2009
787.00		20. MEAD JOHNSON NUTRITION COMPANY PROPERTY TYPE: SECURITIES 549.00					03/12/2009 238.00	08/12/2009
3,580.00		99. I SHARES MSCI EMERGING MKT INDEX PROPERTY TYPE: SECURITIES 2,267.00					11/13/2008 1,313.00	08/13/2009
898.00		15. AMGEN INC PROPERTY TYPE: SECURITIES 1,040.00					10/18/2005 -142.00	08/17/2009
1,827.00		30. NORTHERN TRUST CORP PROPERTY TYPE: SECURITIES 1,705.00					02/26/2009 122.00	08/20/2009
1,064.00		24. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 995.00					03/07/2006 69.00	09/24/2009
2,372.00		108. U.S. BANCORP NEW PROPERTY TYPE: SECURITIES 2,644.00					05/13/2009 -272.00	09/24/2009
758.00		23. COACH, INC. PROPERTY TYPE: SECURITIES 668.00					02/22/2008 90.00	09/29/2009
991.00		2. GOOGLE INC PROPERTY TYPE: SECURITIES 759.00					06/02/2006 232.00	09/29/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,201.00		21. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 1,235.00					11/09/2007 -34.00	09/29/2009
1,948.00		100. ABB LTD ADR PROPERTY TYPE: SECURITIES 1,311.00					08/09/2006 637.00	10/01/2009
2,030.00		44. MEAD JOHNSON NUTRITION COMPANY PROPERTY TYPE: SECURITIES 1,212.00					03/13/2009 818.00	10/06/2009
1,035.00		2. GOOGLE INC PROPERTY TYPE: SECURITIES 1,061.00					02/15/2008 -26.00	10/09/2009
8,494.00		883.871 VANGUARD INTERMEDIATE-TERM INV G PROPERTY TYPE: SECURITIES 7,592.00					12/17/2008 902.00	10/16/2009
597.00		3. APPLE PROPERTY TYPE: SECURITIES 305.00					03/19/2009 292.00	10/20/2009
1,180.00		34. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 777.00					03/11/2009 403.00	10/20/2009
625.00		18. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 905.00					02/13/2008 -280.00	10/20/2009
770.00		42. ABB LTD ADR PROPERTY TYPE: SECURITIES 627.00					09/22/2008 143.00	10/30/2009
886.00		12. FREEPORT-MCMORAN PROPERTY TYPE: SECURITIES 1,079.00					11/27/2007 -193.00	10/30/2009
658.00		19. OMNICOM GROUP PROPERTY TYPE: SECURITIES 537.00					03/25/2003 121.00	10/30/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,039.00		97. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 2,128.00				06/26/2008	11/04/2009	-89.00
804.00		31. A T & T INC PROPERTY TYPE: SECURITIES 806.00				05/30/2006	11/06/2009	-2.00
1,876.00		63. MICROSOFT PROPERTY TYPE: SECURITIES 1,253.00				12/16/2008	11/19/2009	623.00
13,268.00		1363.616 VANGUARD INTERMEDIATE-TERM INV PROPERTY TYPE: SECURITIES 11,899.00				05/13/2009	11/23/2009	1,369.00
1,399.00		44. CVS CORP. PROPERTY TYPE: SECURITIES 1,210.00				11/06/2006	11/24/2009	189.00
1,684.00		8. PRICELINE.COM INC PROPERTY TYPE: SECURITIES 1,220.00				08/20/2009	11/24/2009	464.00
867.00		16. ABBOTT LABORATORIES INC PROPERTY TYPE: SECURITIES 842.00				12/16/2008	11/30/2009	25.00
10,000.00		735.295 ARTIO TOTAL RETURN BOND FUND CL PROPERTY TYPE: SECURITIES 9,279.00				04/30/2009	11/30/2009	721.00
15,000.00		15000. BOEING CAPITAL CORP 5.4% 11/30/20 PROPERTY TYPE: SECURITIES 15,518.00				07/28/2004	11/30/2009	-518.00
998.00		19. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 607.00				06/30/2006	11/30/2009	391.00
1,817.00		23. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 1,978.00				07/18/2008	12/01/2009	-161.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,895.00		55. EDISON INTERNATIONAL PROPERTY TYPE: SECURITIES 1,821.00					02/02/2006 74.00	12/01/2009
413.00		16. DIGITAL RIVER, INC. PROPERTY TYPE: SECURITIES 399.00					11/04/2009 14.00	12/03/2009
1,582.00		27. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES 1,870.00					10/09/2009 -288.00	12/03/2009
1,700.00		66. DIGITAL RIVER, INC. PROPERTY TYPE: SECURITIES 1,648.00					11/04/2009 52.00	12/04/2009
451.00		9. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 605.00					12/16/2008 -154.00	12/04/2009
1,052.00		21. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 1,375.00					06/12/2007 -323.00	12/04/2009
5,599.00		44. STANDARD & POORS MIDCAP 400 DEP REC PROPERTY TYPE: SECURITIES 4,415.00					05/13/2009 1,184.00	12/04/2009
4,326.00		34. STANDARD & POORS MIDCAP 400 DEP REC PROPERTY TYPE: SECURITIES 3,159.00					11/13/2008 1,167.00	12/04/2009
TOTAL GAIN (LOSS)							----- 2,646. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD ADR	103.	103.
A T & T INC	179.	179.
ABBOTT LABORATORIES INC	99.	99.
ALLSTATE CORP	13.	13.
ANALOG DEVICES	19.	19.
ANHEUSER BUSCH 5.75% 04/01/2010	575.	575.
APACHE CORP	17.	17.
ARTIO TOTAL RETURN BOND FUND CL I	255.	255.
BANK AMERICA CORP	10.	10.
BLACKROCK INC.	7.	7.
BOEING CAPITAL CORP 5.4% 11/30/2009	810.	810.
BOEING CO	143.	143.
CVS CORP.	48.	48.
CHEVRONTXACO CORP	244.	244.
COACH, INC.	25.	25.
CUMMINS INC	16.	16.
DANAHER CORP	5.	5.
DEERE & CO	31.	31.
EDISON INTERNATIONAL	237.	237.
EMERSON ELEC CO 5.625% 11/15/2013	844.	844.
EXXON MOBIL CORP	136.	136.
FFCB 5.35% 07/28/2010 MAT 07/28/2010	535.	535.
FEDERAL HOME LOAN BANKS 5% 05/13/2011	750.	750.
FEDERAL HOME LOAN BANK 5.5% 08/13/2014	825.	825.
OAD GAZPROM ADR	18.	18.
GENENTECH INC 4.75% 07/15/2015	340.	340.
GOLDMAN SACHS GROUP	15.	15.
HEWLETT-PACKARD CO	11.	11.
INTEL CORP	57.	57.
I B M CORP	57.	57.
INTERSIL HOLDING CORP.	68.	68.
I SHARES MSCI EMERGING MKT INDEX	189.	189.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
I SHARES MSCI EAFE INDEX FUND	229.	229.
I SHARES BARCLAYS 1-3 YR CREDIT BOND FU	117.	117.
J P MORGAN CHASE & CO	75.	75.
JOHNSON & JOHNSON	131.	131.
LOCKHEED MARTIN CORP	91.	91.
MARATHON OIL CORP	42.	42.
MCDONALD'S CORP	147.	147.
MEAD JOHNSON NUTRITION COMPANY	28.	28.
METLIFE INC.	60.	60.
MICROSOFT	89.	89.
STANDARD & POORS MIDCAP 400 DEP REC	91.	91.
FEDERATED PRIME CASH OBLIGATIONS FUND #8	4.	4.
FEDERATED PRIME OBLIGATIONS FUND # 396 C	2.	2.
FEDERATED GOV'T OBLIGATION TAX MANAGED F	29.	29.
MORGAN STANLEY	14.	14.
NEW YORK COMMUNITY BANCORP	34.	34.
NEWMONT MINING CO	21.	21.
NORTHERN TRUST CORP	17.	17.
OMNICOM GROUP	67.	67.
ORACLE CORPORATION	37.	37.
PNC BANK CORP	28.	28.
PEPSICO INC	110.	110.
PFIZER INC	177.	177.
PROCTER & GAMBLE CO	141.	141.
QUALCOMM INC	33.	33.
TEVA PHARMACEUTICAL ADR	59.	59.
U.S. BANCORP NEW	48.	48.
UNITED TECHNOLOGIES CORP 6.1% 05/15/2012	915.	915.
VANGUARD INTERMEDIATE-TERM INV GRADE # 5	838.	838.
WAL-MART STORES INC	55.	55.
WELLS FARGO & CO	4.	4.
WESTERN UNION COMPANY	6.	6.
XTO ENERGY INC	27.	27.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BUNGE LIMITED	35.	35.
TOTAL	10,482.	10,482.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

409.
=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14.	14.
FOREIGN TAXES ON QUALIFIED FOR	39.	39.
TOTALS	53.	53.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	35.	35.
OTHER NONALLOCABLE EXPENSES -	-1.	-1.
TOTALS	34.	34.

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

DESCRIPTION

AMOUNT

BOOK VALUE ADJUSTMENT

1,528.

TOTAL

1,528.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

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

=====

OFFICER NAME:

EASTERN BANK & TRUST COMPANY

ADDRESS:

605 BROADWAY
SAUGUS, MA 01906

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION 4,618.

TOTAL COMPENSATION: 4,618.
=====

RECIPIENT NAME:

MARY T. & WILLIAM A RICHARDSON FUND
C/O ROBERT WALLASK

ADDRESS:

605 BROADWAY
SAUGUS, MA 01906

RELATIONSHIP:

PRIVATE FOUNDATION

PURPOSE OF GRANT:

TO PROVIDE STUDENT SCHOLARSHIPS

AMOUNT OF GRANT PAID 14,025.

TOTAL GRANTS PAID: 14,025.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust **WILLIAM A. RICHARDSON TRUST U/I** Employer identification number **04-6045863**

Note: Form 5227 filers need to complete only Parts I and II.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	6,543.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	6,543.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			27.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,927.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	3.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-3,897.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2009

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		6,543.
14	Net long-term gain or (loss):			
a	Total for year	14a		-3,897.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,646.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Continuation Sheet for Schedule D
(Form 1041)

2009

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust: WILLIAM A. RICHARDSON TRUST U/I
Employer identification number: 04-6045863

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1113.586 ARTIO (FORMERLY JULIUS BAER) TOTAL RETUR	05/01/2008	01/28/2009	13,931.00	15,000.00	-1,069.00
11. AETNA U S HEALTHCARE INC	12/16/2008	02/25/2009	296.00	272.00	24.00
7. PNC BANK CORP	12/16/2008	02/26/2009	208.00	338.00	-130.00
89. AKAMAI TECHNOLOGIES	12/16/2008	03/12/2009	1,626.00	1,316.00	310.00
97. MEMC ELECTRONIC MATERIALS	12/16/2008	03/26/2009	1,806.00	1,525.00	281.00
31. ORACLE CORPORATION	06/26/2008	04/07/2009	575.00	680.00	-105.00
50. CONSTELLATION BRANDS, INC.	12/16/2008	04/14/2009	556.00	604.00	-48.00
21. AMERICA MOVIL SERIES L	09/22/2008	04/30/2009	695.00	984.00	-289.00
25000. GENENTECH INC 4.75% 07/15/2015	01/20/2009	05/01/2009	25,289.00	25,748.00	-459.00
43. AKAMAI TECHNOLOGIES	12/16/2008	05/13/2009	872.00	636.00	236.00
8. BOEING CO	12/16/2008	05/13/2009	345.00	323.00	22.00
7. CHEVRONTEXACO CORP	07/18/2008	05/13/2009	479.00	602.00	-123.00
16. INTERSIL HOLDING CORP.	12/16/2008	05/13/2009	181.00	161.00	20.00
5. I SHARES MSCI EAFE INDEX FUND	11/13/2008	05/13/2009	220.00	210.00	10.00
22. MICROSOFT	12/16/2008	05/13/2009	435.00	437.00	-2.00
25. XTO ENERGY INC	01/08/2009	05/13/2009	1,031.00	955.00	76.00
176. NEW YORK COMMUNITY BANCORP	05/13/2009	07/10/2009	1,761.00	1,909.00	-148.00
74. AKAMAI TECHNOLOGIES	12/16/2008	07/30/2009	1,206.00	1,095.00	111.00
20. MEAD JOHNSON NUTRITION COMPANY	03/12/2009	08/12/2009	787.00	549.00	238.00
99. I SHARES MSCI EMERGING MKT INDEX	11/13/2008	08/13/2009	3,580.00	2,267.00	1,313.00
30. NORTHERN TRUST CORP	02/26/2009	08/20/2009	1,827.00	1,705.00	122.00
108. U.S. BANCORP NEW	05/13/2009	09/24/2009	2,372.00	2,644.00	-272.00
44. MEAD JOHNSON NUTRITION COMPANY	03/13/2009	10/06/2009	2,030.00	1,212.00	818.00
883.871 VANGUARD INTERMEDIATE-TERM INV GRADE	12/17/2008	10/16/2009	8,494.00	7,592.00	902.00

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

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

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 19. ST JUDE MEDICAL INCORPORATED	04/10/2007	02/13/2009	724.00	732.00	-8.00
50. AETNA U S HEALTHCARE INC	10/26/2005	02/25/2009	1,343.00	2,050.00	-707.00
36. PNC BANK CORP	06/19/2007	02/26/2009	1,068.00	2,591.00	-1,523.00
7. TEVA PHARMACEUTICAL ADR	06/30/2006	03/11/2009	304.00	224.00	80.00
89. CONSTELLATION BRANDS, INC.	03/09/2007	03/13/2009	1,155.00	1,710.00	-555.00
37. PEPSICO INC	07/27/2000	03/13/2009	1,778.00	1,647.00	131.00
42. MARATHON OIL CORP	02/13/2008	04/03/2009	1,225.00	1,250.00	-25.00
57. CONSTELLATION BRANDS, INC.	03/09/2007	04/14/2009	633.00	1,095.00	-462.00
59. WEATHERFORD INTL LTD NEW	05/20/2005	04/28/2009	952.00	735.00	217.00
61. AMERICA MOVIL SERIES L	05/26/2006	04/30/2009	2,018.00	2,136.00	-118.00
20. PEPSICO INC	07/27/2000	05/01/2009	990.00	890.00	100.00
14. PROCTER & GAMBLE CO	07/27/2000	05/01/2009	686.00	421.00	265.00
8. APACHE CORP	02/13/2008	05/13/2009	629.00	862.00	-233.00
16. BANK AMERICA CORP	03/10/2003	05/13/2009	184.00	536.00	-352.00
9. GENZYME CORP GENERAL DIVISION	02/07/2006	05/13/2009	545.00	630.00	-85.00
12. MARATHON OIL CORP	02/13/2008	05/13/2009	352.00	603.00	-251.00
6. OMNICOM GROUP	03/25/2003	05/13/2009	186.00	170.00	16.00
88. PFIZER INC	03/22/2007	05/13/2009	1,359.00	2,262.00	-903.00
15. PROCTER & GAMBLE CO	07/27/2000	05/13/2009	760.00	451.00	309.00
5. ST JUDE MEDICAL INCORPORATED	04/10/2007	05/13/2009	189.00	193.00	-4.00
7. TEVA PHARMACEUTICAL ADR	06/30/2006	05/13/2009	314.00	224.00	90.00
8. WEATHERFORD INTL LTD NEW	05/20/2005	05/13/2009	145.00	100.00	45.00
20. LOCKHEED MARTIN CORP	05/16/2008	06/30/2009	1,615.00	2,182.00	-567.00
36. COACH, INC.	05/24/2006	07/10/2009	844.00	1,115.00	-271.00
12. MCDONALD'S CORP	11/09/2007	07/10/2009	681.00	706.00	-25.00

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

FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

I SHARES BARCLAYS 1-3 YR CREDIT BOND FU	1.00
VANGUARD INTERMEDIATE-TERM INV GRADE # 5	26.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 27.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 27.00
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GAINS AND LOSSES FROM PASS-THRU ENTITIES
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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

3.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

3.00
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