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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

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

Name of foundation **WILLIAM A. RICHARDSON TRUST U/I EASTERN BANK, TRUSTEE**

Number and street (or P O box number if mail is not delivered to street address) **605 BROADWAY LF 42**
City or town, state, and ZIP code **SAUGUS, MA 01906**

Room/suite

A Employer identification number
04-6045863

B Telephone number (see instructions)
(781) 581-4274

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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) **\$ 350,373.**

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

POSTMARK DATE MAY 14 2012

ENVELOPE MAY 29 2012

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions gifts, grants, etc., received (attach schedule)				
2	Check <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	8,547.	8,331.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,931.			
b	Gross sales price for all assets on line 6a 199,070.				
7	Capital gain net income (from Part IV, line 2)		2,931.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	11,478.	11,262.		
13	Compensation of officers, directors, trustees, etc.	3,753.	1,877.		1,877.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	166.	8.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	35.			35.
24	Total operating and administrative expenses. Add lines 13 through 23	3,954.	1,885.	NONE	1,912.
25	Contributions, gifts, grants paid	12,400.			12,400.
26	Total expenses and disbursements Add lines 24 and 25	16,354.	1,885.	NONE	14,312.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-4,876.			
b	Net investment income (if negative, enter -0-)		9,377.		
c	Adjusted net income (if negative, enter -0-)				

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JSA

Form **990-PF** (2011)

19 NEP



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 instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				NONE
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations(attach schedule)				
	b	Investments - corporate stock (attach schedule)	340,911.	334,651.	350,373.	
	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)	340,911.	334,651.	350,373.		
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	340,911.	334,651.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	340,911.	334,651.			
31	Total liabilities and net assets/fund balances (see instructions)	340,911.	334,651.			

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	340,911.
2	Enter amount from Part I, line 27a	2	-4,876.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	336,035.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	1,384.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	334,651.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) FMV as of 12/31/69, (j) Adjusted basis, (k) Excess of col. (i) over col. (j), and (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)).

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 [X] No

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

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio. Includes rows for years 2010-2006 and summary rows 2-8.



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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 188, NONE, and 188.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes sub-rows 8a and 8b. Values include X and MA.



Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> EASTERN BANK Telephone no <input type="checkbox"/> (781) 581-4274			
Located at <input type="checkbox"/> 605 BROADWAY, SAUGUS, MA ZIP + 4 <input type="checkbox"/> 01906				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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 instructions)? <input type="checkbox"/>		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 instructions) <input type="checkbox"/>		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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <input type="checkbox"/>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>		X



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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
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? 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? Yes No

5b			
6b			X
7b			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		3,753.	-0-	-0-

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

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

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



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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	368,581.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	368,581.
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	368,581.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	363,052.
6	Minimum investment return. Enter 5% of line 5	6	18,153.

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

1	Minimum investment return from Part X, line 6	1	18,153.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	188.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	188.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,965.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	17,965.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,965.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	14,312.
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	14,312.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,312.

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



Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				17,965.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			9,991.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>14,312.</u>				
a Applied to 2010, but not more than line 2a			9,991.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				4,321.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	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 instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				13,644.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			



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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

Empty box for ruling date

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

4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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	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
Name and address (home or business)				
<p>a Paid during the year</p> <p>SEE STATEMENT 7</p>				
Total				▶ 3a 12,400.
<p>b Approved for future payment</p>				
Total				▶ 3b

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES INC	105.	105.
AMERIPRISE FINANCIAL INC	27.	27.
ANALOG DEVICES	39.	39.
APACHE CORP	23.	23.
ARTIO TOTAL RETURN BOND FUND CL I	5.	5.
BANK AMERICA CORP	4.	4.
BOEING CO 3.5% 02/15/2015	875.	875.
CVS CORP.	66.	66.
CHEVRON CORP	223.	223.
CISCO SYSTEMS INC	12.	12.
COACH, INC.	39.	39.
COLGATE PALMOLIVE CO	93.	93.
COSTCO WHOLESALE CORP, NEW	37.	37.
DEERE & CO	57.	57.
EMERSON ELEC CO 5.625% 11/15/2013	844.	844.
EXELON CORP	168.	168.
EXXON MOBIL CORP	19.	19.
FAMILY DOLLAR STORES	10.	10.
FEDERAL HOME LOAN BANKS 5% 05/13/2011	371.	371.
FEDERAL HOME LOAN BANK 5.5% 08/13/2014	825.	825.
FREEMONT-MCMORAN COPPER AND GOLD, INC.	112.	112.
GENERAL ELEC CO	164.	164.
GOLDMAN SACHS GROUP	8.	8.
HALLIBURTON CO	37.	37.
HEWLETT-PACKARD CO	29.	29.
INTUIT	9.	9.
I SHARES S & P MIDCAP 400	93.	93.
I SHARES NATIONAL MUNI BOND ETF	234.	18.
I SHARES BARCLAYS 1-3 YR CREDIT BOND FUN	474.	474.
J P MORGAN CHASE & CO	120.	120.
JONES LANG LASALLE INC	6.	6.
LEGG MASON INC	22.	22.

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERCK & CO INC. NEW	92.	92.
METLIFE INC.	70.	70.
MICROSOFT	28.	28.
FEDERATED PRIME CASH OBLIGATIONS FUND #8	10.	10.
NEWMONT MINING CO	97.	97.
OCCIDENTAL PETROLEUM CORP	97.	97.
OMNICOM GROUP	71.	71.
ORACLE CORPORATION	35.	35.
PEPSICO INC	139.	139.
PHILIP MORRIS INTL INC	196.	196.
PRUDENTIAL FINANCIAL	78.	78.
QUALCOMM INC	45.	45.
SPX CORPORATION	28.	28.
SPDR BARCLAYS HIGH YIELD	782.	782.
SOUTHERN CO	84.	84.
SUNTRUST BANKS	20.	20.
TEVA PHARMACEUTICAL ADR	63.	63.
TEXTRON INC OK	14.	14.
TIFFANY AND COMPANY	46.	46.
UNITED PARCEL SERVICE	29.	29.
UNITED TECHNOLOGIES CORP	162.	162.
UNITED TECHNOLOGIES CORP 6.1% 05/15/2012	994.	994.
UNITEDHEALTH GROUP, INC.	35.	35.
VERIZON COMMUNICATIONS INC	60.	60.
WAL-MART STORES INC	22.	22.
COVIDIEN PLC F	15.	15.
COVIDIEN PLC	48.	48.
ACE LTD	37.	37.
TOTAL	8,547.	8,331.

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	8.	8.
FEDERAL ESTIMATES - INCOME	158.	
TOTALS	166.	8.
	=====	=====

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NONALLOCABLE EXPENSES -	35.	35.
TOTALS	----- 35. =====	----- 35. =====



WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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

=====

DESCRIPTION

AMOUNT

BOOK VALUE ADJUSTMENT

1,384.

TOTAL

1,384.
=====



WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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 3,753.

TOTAL COMPENSATION: 3,753.

=====



WILLIAM A. RICHARDSON TRUST U/I
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

04-6045863

RECIPIENT NAME:

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

ADDRESS:

605 BROADWAY
SAUGUS, MA 01906

RELATIONSHIP:

PRIVATE FOUNDATION

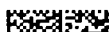
PURPOSE OF GRANT:

TO PROVIDE STUDENT SCHOLARSHIPS

AMOUNT OF GRANT PAID 12,400.

TOTAL GRANTS PAID:

12,400.
=====



SCHEDULE D (Form 1041)

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury Internal Revenue Service

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).

2011

Name of estate or trust

Employer identification number

WILLIAM A. RICHARDSON TRUST U/I

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

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss) for the entire year. Includes row 1a.

Summary rows for Part I: b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b; 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824; 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts; 4 Short-term capital loss carryover; 5 Net short-term gain or (loss).

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

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss) for the entire year. Includes row 6a LONG-TERM CAPITAL GAIN DIVIDENDS.

Summary rows for Part II: b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b; 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824; 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts; 9 Capital gain distributions; 10 Gain from Form 4797, Part I; 11 Long-term capital loss carryover; 12 Net long-term gain or (loss).

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

Schedule D (Form 1041) 2011



Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-282.
14	Net long-term gain or (loss):			
a	Total for year	14a		3,213.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,931.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <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 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34



**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 29. AMERIPRISE FINANCIAL I	09/16/2010	04/28/2011	1,794.00	1,375.00	419.00
52. AMERIPRISE FINANCIAL I	09/16/2010	05/17/2011	3,181.00	2,465.00	716.00
102. BANK AMERICA CORP	04/15/2010	04/15/2011	1,321.00	1,993.00	-672.00
140. BANK AMERICA CORP	10/25/2010	05/12/2011	1,700.00	1,946.00	-246.00
3. CISCO SYSTEMS INC	09/16/2010	05/19/2011	50.00	65.00	-15.00
39. CISCO SYSTEMS INC	03/04/2011	05/19/2011	651.00	717.00	-66.00
76. COMMUNITY HEALTH SYSTE	06/21/2011	11/17/2011	1,473.00	2,001.00	-528.00
9. COSTCO WHOLESALE CORP,	01/25/2011	09/20/2011	768.00	651.00	117.00
10. DOLLAR TREE INC	03/17/2011	09/20/2011	766.00	535.00	231.00
59. E M C CORP	09/16/2010	03/04/2011	1,603.00	1,211.00	392.00
83. E M C CORP	09/16/2010	08/25/2011	1,756.00	1,704.00	52.00
17. FAMILY DOLLAR STORES	01/06/2011	02/16/2011	921.00	760.00	161.00
67. FAMILY DOLLAR STORES	09/16/2010	02/16/2011	3,628.00	2,869.00	759.00
8. GOLDMAN SACHS GROUP	05/11/2010	05/06/2011	1,206.00	1,139.00	67.00
74. HEWLETT-PACKARD CO	01/25/2011	06/24/2011	2,581.00	3,482.00	-901.00
70. HEWLETT-PACKARD CO	02/23/2011	08/18/2011	2,103.00	3,180.00	-1,077.00
25. HOSPIRA INC	02/22/2011	10/13/2011	951.00	1,338.00	-387.00
48. HOSPIRA INC	05/11/2011	10/19/2011	1,393.00	2,652.00	-1,259.00
39. I B M CORP	09/16/2010	01/25/2011	6,246.00	5,063.00	1,183.00
13. JONES LANG LASALLE INC	12/01/2010	06/23/2011	1,183.00	1,040.00	143.00
39. MEDCO HEALTH SOL	05/27/2010	03/29/2011	2,151.00	2,345.00	-194.00
81. MICROSOFT	10/25/2010	03/03/2011	2,124.00	2,050.00	74.00
16. SPX CORPORATION	05/05/2011	11/02/2011	904.00	1,324.00	-420.00
138. SPDR BARCLAYS HIGH YI	02/11/2010	02/08/2011	5,590.00	5,178.00	412.00

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

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

Schedule D-1 (Form 1041) 2011



SCHEDULE D-1 (Form 1041)

Continuation Sheet for Schedule D (Form 1041)

OMB No 1545-0092

2011

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

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss). Rows include SOUTHERN CO, TALECRIS BIOTHERAPEU, TEXTRON INC OK, TIFFANY AND COMPANY, UNITED PARCEL SERVICE, VERIZON COMMUNICATION, ZIONS BANCORP, WEATHERFORD INTL LTD N.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -282.00

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

Schedule D-1 (Form 1041) 2011



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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 37. ABBOTT LABORATORIES IN	03/03/2010	07/08/2011	1,962.00	1,870.00	92.00
83. ANALOG DEVICES	05/21/2010	07/28/2011	2,905.00	2,478.00	427.00
17. APACHE CORP	08/20/2008	12/22/2011	1,541.00	1,863.00	-322.00
6. APPLE	03/19/2009	06/24/2011	1,970.00	609.00	1,361.00
2. APPLE	03/19/2009	10/18/2011	838.00	203.00	635.00
5. APPLE	02/12/2010	11/15/2011	1,922.00	941.00	981.00
57.098 ARTIO TOTAL RETURN I	04/30/2009	02/28/2011	768.00	721.00	47.00
133. BANK AMERICA CORP	12/16/2008	04/15/2011	1,723.00	3,864.00	-2,141.00
18. BANK AMERICA CORP	04/15/2010	05/12/2011	219.00	352.00	-133.00
55. CELGENE CORPORATION	01/15/2010	03/03/2011	2,969.00	3,125.00	-156.00
13. CHEVRON CORP	07/18/2008	08/19/2011	1,229.00	1,118.00	111.00
13. CHEVRON CORP	07/18/2008	10/27/2011	1,421.00	1,118.00	303.00
154. CISCO SYSTEMS INC	05/13/2010	05/19/2011	2,571.00	3,195.00	-624.00
14. DEERE & CO	05/01/2009	08/09/2011	970.00	596.00	374.00
27. DEERE & CO	05/20/2009	10/12/2011	1,941.00	1,192.00	749.00
15000. FEDERAL HOME LOAN B 05/13/2011	03/11/2005	05/13/2011	15,000.00	15,339.00	-339.00
10. FREEPORT-MCMORAN COPPE INC.	08/29/2008	01/11/2011	1,202.00	897.00	305.00
99. GENERAL ELEC CO	10/01/2009	02/11/2011	2,107.00	1,592.00	515.00
9. GOLDMAN SACHS GROUP	07/17/2009	03/03/2011	1,483.00	1,322.00	161.00
5. GOLDMAN SACHS GROUP	07/17/2009	05/06/2011	754.00	782.00	-28.00
4. GOOGLE INC	01/15/2010	06/24/2011	1,902.00	1,955.00	-53.00
53. HALLIBURTON CO	01/15/2010	02/03/2011	2,452.00	1,798.00	654.00
23. I SHARES BARCLAYS 1-3 BOND FUN	11/23/2009	02/08/2011	2,394.00	2,404.00	-10.00
186. I SHARES BARCLAYS 1-3 BOND FUN	09/16/2010	12/27/2011	19,392.00	19,410.00	-18.00
48. J P MORGAN CHASE & CO	03/07/2006	09/01/2011	1,764.00	1,990.00	-226.00

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



WILLIAM A. RICHARDSON TRUST U/I

04-6045863

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

SPDR BARCLAYS HIGH YIELD

71.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

71.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

71.00

=====



**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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					71.	
1,962.00		37. ABBOTT LABORATORIES INC PROPERTY TYPE: SECURITIES 1,870.00					03/03/2010 92.00	07/08/2011
1,794.00		29. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES 1,375.00					09/16/2010 419.00	04/28/2011
3,181.00		52. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES 2,465.00					09/16/2010 716.00	05/17/2011
2,905.00		83. ANALOG DEVICES PROPERTY TYPE: SECURITIES 2,478.00					05/21/2010 427.00	07/28/2011
1,541.00		17. APACHE CORP PROPERTY TYPE: SECURITIES 1,863.00					08/20/2008 -322.00	12/22/2011
1,970.00		6. APPLE PROPERTY TYPE: SECURITIES 609.00					03/19/2009 1,361.00	06/24/2011
838.00		2. APPLE PROPERTY TYPE: SECURITIES 203.00					03/19/2009 635.00	10/18/2011
1,922.00		5. APPLE PROPERTY TYPE: SECURITIES 941.00					02/12/2010 981.00	11/15/2011
768.00		57.098 ARTIO TOTAL RETURN BOND FUND CL I PROPERTY TYPE: SECURITIES 721.00					04/30/2009 47.00	02/28/2011
1,321.00		102. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 1,993.00					04/15/2010 -672.00	04/15/2011



**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)	
1,723.00		133. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 3,864.00					12/16/2008	04/15/2011
							-2,141.00	
1,700.00		140. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 1,946.00					10/25/2010	05/12/2011
							-246.00	
219.00		18. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 352.00					04/15/2010	05/12/2011
							-133.00	
2,969.00		55. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 3,125.00					01/15/2010	03/03/2011
							-156.00	
1,229.00		13. CHEVRON CORP PROPERTY TYPE: SECURITIES 1,118.00					07/18/2008	08/19/2011
							111.00	
1,421.00		13. CHEVRON CORP PROPERTY TYPE: SECURITIES 1,118.00					07/18/2008	10/27/2011
							303.00	
50.00		3. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 65.00					09/16/2010	05/19/2011
							-15.00	
2,571.00		154. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 3,195.00					05/13/2010	05/19/2011
							-624.00	
651.00		39. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 717.00					03/04/2011	05/19/2011
							-66.00	
1,473.00		76. COMMUNITY HEALTH SYSTEMS PROPERTY TYPE: SECURITIES 2,001.00					06/21/2011	11/17/2011
							-528.00	
768.00		9. COSTCO WHOLESALE CORP, NEW PROPERTY TYPE: SECURITIES 651.00					01/25/2011	09/20/2011
							117.00	



**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)	
970.00		14. DEERE & CO PROPERTY TYPE: SECURITIES 596.00				05/01/2009	08/09/2011	
1,941.00		27. DEERE & CO PROPERTY TYPE: SECURITIES 1,192.00				05/20/2009	10/12/2011	
766.00		10. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 535.00				03/17/2011	09/20/2011	
1,603.00		59. E M C CORP PROPERTY TYPE: SECURITIES 1,211.00				09/16/2010	03/04/2011	
1,756.00		83. E M C CORP PROPERTY TYPE: SECURITIES 1,704.00				09/16/2010	08/25/2011	
921.00		17. FAMILY DOLLAR STORES PROPERTY TYPE: SECURITIES 760.00				01/06/2011	02/16/2011	
3,628.00		67. FAMILY DOLLAR STORES PROPERTY TYPE: SECURITIES 2,869.00				09/16/2010	02/16/2011	
15,000.00		15000. FEDERAL HOME LOAN BANKS 5% 05/13/ PROPERTY TYPE: SECURITIES 15,339.00				03/11/2005	05/13/2011	
1,202.00		10. FREEPORT-MCMORAN COPPER AND GOLD, IN PROPERTY TYPE: SECURITIES 897.00				08/29/2008	01/11/2011	
2,107.00		99. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 1,592.00				10/01/2009	02/11/2011	
1,483.00		9. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 1,322.00				07/17/2009	03/03/2011	



**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)	
754.00		5. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 782.00					07/17/2009	05/06/2011
							-28.00	
1,206.00		8. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 1,139.00					05/11/2010	05/06/2011
							67.00	
1,902.00		4. GOOGLE INC PROPERTY TYPE: SECURITIES 1,955.00					01/15/2010	06/24/2011
							-53.00	
2,452.00		53. HALLIBURTON CO PROPERTY TYPE: SECURITIES 1,798.00					01/15/2010	02/03/2011
							654.00	
2,581.00		74. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES 3,482.00					01/25/2011	06/24/2011
							-901.00	
2,103.00		70. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES 3,180.00					02/23/2011	08/18/2011
							-1,077.00	
951.00		25. HOSPIRA INC PROPERTY TYPE: SECURITIES 1,338.00					02/22/2011	10/13/2011
							-387.00	
1,393.00		48. HOSPIRA INC PROPERTY TYPE: SECURITIES 2,652.00					05/11/2011	10/19/2011
							-1,259.00	
6,246.00		39. I B M CORP PROPERTY TYPE: SECURITIES 5,063.00					09/16/2010	01/25/2011
							1,183.00	
2,394.00		23. I SHARES BARCLAYS 1-3 YR CREDIT BOND PROPERTY TYPE: SECURITIES 2,404.00					11/23/2009	02/08/2011
							-10.00	
19,392.00		186. I SHARES BARCLAYS 1-3 YR CREDIT BON PROPERTY TYPE: SECURITIES 19,410.00					09/16/2010	12/27/2011
							-18.00	



**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)	
1,764.00		48. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,990.00					03/07/2006	09/01/2011
							-226.00	
811.00		25. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,036.00					03/07/2006	09/20/2011
							-225.00	
1,345.00		15. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 817.00					12/07/2009	06/17/2011
							528.00	
1,183.00		13. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 1,040.00					12/01/2010	06/23/2011
							143.00	
819.00		9. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 490.00					12/07/2009	06/23/2011
							329.00	
2,151.00		39. MEDCO HEALTH SOL PROPERTY TYPE: SECURITIES 2,345.00					05/27/2010	03/29/2011
							-194.00	
110.00		2. MEDCO HEALTH SOL PROPERTY TYPE: SECURITIES 126.00					11/30/2009	03/29/2011
							-16.00	
2,124.00		81. MICROSOFT PROPERTY TYPE: SECURITIES 2,050.00					10/25/2010	03/03/2011
							74.00	
2,517.00		96. MICROSOFT PROPERTY TYPE: SECURITIES 2,174.00					01/15/2010	03/03/2011
							343.00	
769.00		13. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 637.00					05/16/2008	08/16/2011
							132.00	
463.00		7. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 343.00					05/16/2008	09/08/2011
							120.00	



**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)	
603.00		10. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 458.00					05/13/2009	12/29/2011
1,422.00		15. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES 1,186.00					01/15/2010	10/27/2011
1,492.00		51. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 1,119.00					06/26/2008	10/05/2011
937.00		18. PRUDENTIAL FINANCIAL PROPERTY TYPE: SECURITIES 998.00					09/16/2010	11/04/2011
1,736.00		32. QUALCOMM INC PROPERTY TYPE: SECURITIES 1,209.00					03/19/2009	03/10/2011
904.00		16. SPX CORPORATION PROPERTY TYPE: SECURITIES 1,324.00					05/05/2011	11/02/2011
5,590.00		138. SPDR BARCLAYS HIGH YIELD PROPERTY TYPE: SECURITIES 5,178.00					02/11/2010	02/08/2011
730.00		18. SOUTHERN CO PROPERTY TYPE: SECURITIES 667.00					09/16/2010	05/17/2011
2,961.00		73. SOUTHERN CO PROPERTY TYPE: SECURITIES 2,436.00					01/15/2010	05/17/2011
2,088.00		84. TALECRIS BIOTHERAPEU PROPERTY TYPE: SECURITIES 1,396.00					05/26/2010	02/17/2011
2,959.00		71. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 3,375.00					09/16/2010	12/21/2011



**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)	
1,036.00		55. TEXTRON INC OK PROPERTY TYPE: SECURITIES 1,177.00					11/12/2010	09/16/2011
							-141.00	
1,598.00		86. TEXTRON INC OK PROPERTY TYPE: SECURITIES 1,840.00					11/12/2010	11/04/2011
							-242.00	
1,171.00		63. TEXTRON INC OK PROPERTY TYPE: SECURITIES 1,612.00					04/25/2011	11/04/2011
							-441.00	
634.00		93. THOMPSON CREEK METALS CO INC PROPERTY TYPE: SECURITIES 962.00					09/16/2010	12/29/2011
							-328.00	
1,213.00		15. TIFFANY AND COMPANY PROPERTY TYPE: SECURITIES 659.00					09/16/2010	07/14/2011
							554.00	
4,021.00		55. UNITED PARCEL SERVICE PROPERTY TYPE: SECURITIES 3,719.00					12/01/2010	04/25/2011
							302.00	
1,111.00		15. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 1,026.00					09/16/2010	12/27/2011
							85.00	
15,364.00		15000. UNITED TECHNOLOGIES CORP 6.1% 05/ PROPERTY TYPE: SECURITIES 15,375.00					07/13/2006	12/19/2011
							-11.00	
1,654.00		33. UNITEDHEALTH GROUP, INC. PROPERTY TYPE: SECURITIES 1,112.00					01/15/2010	05/17/2011
							542.00	
14,183.00		369. VANGUARD EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES 15,531.00					04/29/2010	12/16/2011
							-1,348.00	
4,288.00		124. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 3,877.00					09/16/2010	01/20/2011
							411.00	



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

Kind of Property		Description				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)	
4,085.00		72. WAL-MART STORES INC PROPERTY TYPE: SECURITIES 3,945.00				01/15/2010	01/25/2011
					140.00		
2,791.00		116. ZIONS BANCORP PROPERTY TYPE: SECURITIES 3,095.00				09/16/2010	02/03/2011
					-304.00		
1,216.00		75. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 1,910.00				12/01/2009	10/27/2011
					-694.00		
700.00		49. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 837.00				06/17/2011	12/22/2011
					-137.00		
2,729.00		191. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 3,178.00				10/29/2010	12/22/2011
					-449.00		
TOTAL GAIN(LOSS)						----- 2,931. =====	