



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



#20130

Form **990-PF**

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

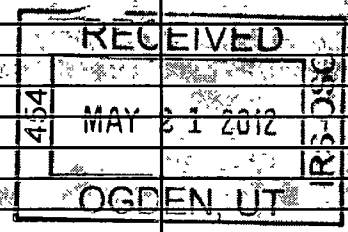
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE RICHARDSON FOUNDATION EQUITABLE TRUST CO. SUC. TTEE		A Employer identification number 62-1179433
Number and street (or P O box number if mail is not delivered to street address) 4400 HARDING ROAD, SUITE 310		B Telephone number (615)460-9240
City or town, state, and ZIP code NASHVILLE, TN 37205		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 579,264. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	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.	4.		STATEMENT 1
	4 Dividends and interest from securities	17,583.	17,583.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,479.			
	b Gross sales price for all assets on line 6a	238,820.			
	7 Capital gain net income (from Part IV, line 2)		17,479.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	35,066.	35,066.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,701.	4,701.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	549.	491.		58.
	b Accounting fees STMT 4	1,085.	0.		1,085.
	c Other professional fees STMT 5	665.	0.		665.
	17 Interest				
	18 Taxes STMT 6	257.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	7,257.	5,192.		1,808.	
25 Contributions, gifts, grants paid	23,350.			23,350.	
26 Total expenses and disbursements. Add lines 24 and 25	30,607.	5,192.		25,158.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	4,459.				
b Net investment income (if negative, enter -0-)		29,874.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED MAY 31 2012

P 3

**THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE**

Form 990-PF (2011)

62-1179433

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	16,262.	34,003.	34,003.
	3 Accounts receivable ▶ 821.			
	Less: allowance for doubtful accounts ▶	450.	821.	821.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	410,512.	403,178.	452,828.
	c Investments - corporate bonds STMT 8	89,676.	87,772.	88,638.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	7,440.	3,025.	2,974.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers)	524,340.	528,799.	579,264.	
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			
22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	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	524,340.	528,799.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	524,340.	528,799.		
31 Total liabilities and net assets/fund balances	524,340.	528,799.		

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	524,340.
2 Enter amount from Part I, line 27a	2	4,459.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	528,799.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	528,799.

**THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE**

Form 990-PF (2011)

62-1179433 Page 3

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 SCHEDULE D ATTACHMENT	P	VARIOUS	VARIOUS
b	SEE SCHEDULE D ATTACHMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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 68,213.		71,792.	-3,579.
b 162,652.		149,549.	13,103.
c 7,955.			7,955.
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			-3,579.
b			13,103.
c			7,955.
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	17,479.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	37,679.	593,494.	.063487
2009	24,636.	536,390.	.045929
2008	25,962.	677,544.	.038318
2007	41,857.	772,312.	.054197
2006	38,981.	740,625.	.052633

2 Total of line 1, column (d)	2	.254564
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	.050913
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	615,305.
5 Multiply line 4 by line 3	5	31,327.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	299.
7 Add lines 5 and 6	7	31,626.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	25,158.

THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE

Form 990-PF (2011)

62-1179433

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	597.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	597.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	597.
6 Credits/Payments:		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	5.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	602.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2011)

THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE

Form 990-PF (2011)

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? Website address ▶ N/A	X	
14	The books are in care of ▶ EQUITABLE TRUST CO. SUCTTEE Telephone no. ▶ 615-460-9240 Located at ▶ 4400 HARDING ROAD, SUITE 310, NASHVILLE, TN ZIP+4 ▶ 37205		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) N/A	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 2011?	4b	X

Form 990-PF (2011)

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)? 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 N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No N/A

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 N/A

	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.

(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 10		4,701.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE

Form 990-PF (2011)

62-1179433 Page 8

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	595,144.
b	Average of monthly cash balances	1b	29,531.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	624,675.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	624,675.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,370.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	615,305.
6	Minimum investment return. Enter 5% of line 5	6	30,765.

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	30,765.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	597.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	597.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,168.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,168.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	30,168.

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	25,158.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	25,158.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,158.

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.

Form 990-PF (2011)

THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE

Form 990-PF (2011)

62-1179433 Page 9

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				30,168.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	2,334.			
c From 2008				
d From 2009				
e From 2010	8,518.			
f Total of lines 3a through e	10,852.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 25,158.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				25,158.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	5,010.			5,010.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,842.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,842.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	5,842.			
e Excess from 2011				

THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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

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

a The name, address, and telephone number 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:

THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE

Form 990-PF (2011)

62-1179433 Page 11

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)				
a Paid during the year				
BLAIR SCHOOL OF MUSIC 2400 BLAKEMORE AVENUE NASHVILLE, TN 37212	NONE		CHARITABLE	1,150.
CUMBERLAND HEIGHTS 1315 CENTRAL COURT HERMITAGE, TN 37076	NONE		CHARITABLE	5,600.
FAMILY AND CHILDREN'S SERVICES, INC. 201 23RD AVENUE NORTH NASHVILLE, TN 37203	NONE		CHARITABLE	2,800.
ST. GEORGE'S EPISCOPAL CHURCH 4715 HARDING RD NASHVILLE, TN 37205	NONE		CHARITABLE	2,000.
ROCKETTOWN OF MIDDLE TENNESSEE 601 4TH AVENUE SOUTH NASHVILLE, TN 37203	NONE		CHARITABLE	2,900.
Total	SEE CONTINUATION SHEET(S)			23,350.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FEDERATED GOVERNMENT OBLIGATIONS FUND	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS CORPORATE BONDS, SECURITIES, AND MUTUAL FUNDS	25,538.	7,955.	17,583.
TOTAL TO FM 990-PF, PART I, LN 4	25,538.	7,955.	17,583.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	549.	491.		58.
TO FM 990-PF, PG 1, LN 16A	549.	491.		58.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,085.	0.		1,085.
TO FORM 990-PF, PG 1, LN 16B	1,085.	0.		1,085.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	665.	0.		665.
TO FORM 990-PF, PG 1, LN 16C	665.	0.		665.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	257.	0.		0.
TO FORM 990-PF, PG 1, LN 18	257.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (SEE ATTACHED SCHEDULE)	396,341.	445,699.
CORPORATE STOCK (SEE ATTACHED SCHEDULE)	6,837.	7,129.
TOTAL TO FORM 990-PF, PART II, LINE 10B	403,178.	452,828.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE ATTACHED SCHEDULE)	87,772.	88,638.
TOTAL TO FORM 990-PF, PART II, LINE 10C	87,772.	88,638.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PASS-THRU SECURITIES (SEE ATTACHED SCHEDULE)	COST	3,025.	2,974.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,025.	2,974.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EQUITABLE TRUST COMPANY 4400 HARDING PK #310 NASHVILLE, TN 37205	SUC TTEE 0.00	4,701.	0.	0.
JEAN ELLEN R. CHEEK NASHVILLE, TN	TRUST COMMITTEE 0.00	0.	0.	0.
GAYLE R. EADIE NASHVILLE, TN	TRUST COMMITTEE 0.00	0.	0.	0.
WALTER E. RICHARDSON III NASHVILLE, TN	TRUST COMMITTEE 0.00	0.	0.	0.
JAMES S. LATTIMORE, JR. NASHVILLE, TN	TRUST COMMITTEE 0.00	0.	0.	0.
RICHARD D. HOLTON NASHVILLE, TN	TRUST COMMITTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		4,701.	0.	0.

990-PF, PAGE 3, PART IV
ATTACHMENT

Tax ID #: 62-1179433

Account Name: SUC TUA The Richardson Foundation

Account Number : 20130

State of Domicile : Tennessee

Generation Skipping : N/A

Administrator : Darlinda Jones

Accountant : Jeff Talley

Lattimore, Balck , Morgan & Cain, P C.

Brentwood TN 37024-1869

* * Schedule D * *

Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/ Loss
1,000	Ally Financial Inc 8.000% 03/15/20	06/27/2011	P	10/26/2011	Short	1,030.00	1,052.50	-22.50
1,000	Ally Financial Inc 8.000% 03/15/20	06/27/2011	P	10/25/2011	Short	1,025.00	1,052.50	-27.50
125.270	American Airlines Inc 13.845% 08/01/16	05/11/2010	P	02/01/2011	Short	125.27	141.71	-16.44
2,000	Cablevision Systems Corp 8.000% 04/15/20	02/07/2011	P	10/14/2011	Short	2,105.00	2,200.00	-95.00
2,000	Chesapeake Energy Corp 6.125% 02/15/21	02/08/2011	P	05/16/2011	Short	2,060.00	2,000.00	60.00
546.860	Delta Airlines 6.718% 01/02/23	07/13/2010	P	05/03/2011	Short	553.35	515.41	37.94
546.850	Delta Airlines 6.718% 01/02/23	08/09/2010	P	05/03/2011	Short	553.34	531.83	21.51
1,846.750	Delta Airlines 6.718% 01/02/23	10/12/2010	P	05/03/2011	Short	1,868.69	1,892.93	-24.24
340.680	Delta Airlines 6.718% 01/02/23	10/12/2010	P	01/02/2011	Short	340.68	349.20	-8.52
617.280	Fairholme	09/22/2010	P	06/14/2011	Short	19,555.56	20,000.00	-444.44
1,174.710	Gabelli Equity Income Instl	05/13/2011	P	09/14/2011	Short	23,188.55	25,996.43	-2,807.88
1,000	Goodyear Tire & Rubber Co 8.250% 08/15/20	06/27/2011	P	11/03/2011	Short	1,060.00	1,065.00	15.00
2,000	Goodyear Tire & Rubber Co 8.250% 08/15/20	07/14/2011	P	11/03/2011	Short	2,160.00	2,177.50	-17.50
2,000	Intl Lease Finance Corp 8.250% 12/15/20	01/03/2011	P	09/30/2011	Short	1,940.00	2,075.00	-135.00
110	PNC Capital Trust E	01/19/2011	P	05/03/2011	Short	2,914.94	2,879.80	35.14
2,000	Qwest Cap Fdg Inc 7.750% 02/15/31	08/23/2010	P	05/05/2011	Short	2,145.00	1,962.50	182.50
1,000	Select Medical Corp 7.625% 02/01/15	06/09/2010	P	06/01/2011	Short	1,027.92	942.50	85.42
1,000	Sprint Capital Corp 6.875% 11/15/28	10/29/2010	P	04/25/2011	Short	951.25	946.25	5.00
1,000	Sprint Capital Corp 6.875% 11/15/28	11/15/2010	P	04/28/2011	Short	955.00	890.00	65.00
1,000	Sprint Capital Corp 6.875% 11/15/28	01/14/2011	P	04/26/2011	Short	950.00	910.00	40.00
47.630	United Airlines 2000 Pass Tr 8.030% 07/01/11	04/21/2010	P	03/04/2011	Short	47.63	71.62	-23.99
495.490	United Airlines 2000 Pass Tr 8.030% 07/01/11	04/21/2010	P	01/01/2011	Short	495.49	745.09	-249.60
930.400	United Airlines 2000 Pass Tr 8.030% 07/01/11	10/13/2010	P	07/01/2011	Short	930.40	1,180.66	-250.26
210.250	US Airways Pass-Thru 8.360% 01/20/19	05/03/2010	P	01/20/2011	Short	210.25	213.66	-3.41
4,000	Elizabeth Arden 7.750% 01/15/14	03/01/2005	P	01/07/2011	Long	4,060.00	4,280.00	-220.00

Tax Worksheet

(01/01/2011 To 12/31/2011)

Tax ID #: 62-1179433

Generation Skipping : N/A

Account Name: SUC TUA The Richardson Foundation

Administrator : Darlinda Jones

Account Number : 20130

Accountant : Jeff Talley

State of Domicile : Tennessee

Lattimore, Balck , Morgan & Cain, P C.
Brentwood TN 37024-1869

Quantity	Asset Name	Acq Date	Acq Type	Acq Date	Acq Type	Cost	Market	Gain/Loss
121.320	American Airlines Inc 13.845% 08/01/16	05/11/2010	P	08/01/2011	Long	121.32	137.24	-15.92
2,000	Bicmet Inc 10.375% 10/15/17	07/21/2008	P	02/02/2011	Long	2,250.00	2,115.00	135.00
2,000	Bicmet Inc 10.375% 10/15/17	07/21/2008	P	02/11/2011	Long	2,235.00	2,115.00	120.00
150	Citigroup Cap VII	12/10/2009	P	04/27/2011	Long	3,773.93	3,157.50	616.43
1,000	Community Health Systems Sr 8.875% 07/15/15	09/30/2008	P	04/07/2011	Long	1,056.25	960.00	96.25
De minimus rule applies, Discount Market: 14.83 De minimus value: 17.50. No Discount applied.								
4,000	Constellation Brands Inc 7.250% 09/01/16	03/15/2007	P	08/19/2011	Long	4,230.00	4,070.00	160.00
3,000	CSC Holdings Inc 7.625% 07/15/18	06/06/2007	P	02/07/2011	Long	3,315.00	3,015.00	300.00
1,000	CSC Holdings Inc 7.625% 07/15/18	06/06/2007	P	02/07/2011	Long	1,105.00	1,005.00	100.00
486.690	Fairholme	08/07/2009	P	06/14/2011	Long	15,418.40	13,768.52	1,649.88
1,103.980	Fairholme	08/07/2009	P	05/13/2011	Long	36,740.32	31,231.48	5,508.84
1,000	Ford Motor Credit 8.125% 01/15/20	02/08/2010	P	10/25/2011	Long	1,215.00	991.25	223.75
De minimus rule applies, Discount Market: 1.50 De minimus value: 25.00. No Discount applied.								
4,000	Georgia Pacific LLC 8.000% 01/15/24	11/09/2009	P	09/30/2011	Long	4,700.00	4,025.00	675.00
1,000	Graphic Package Intl 9.500% 06/15/17	12/14/2009	P	01/25/2011	Long	1,107.50	1,062.50	45.00
3,000	Graphic Package Intl 9.500% 06/15/17	12/14/2009	P	05/24/2011	Long	3,363.75	3,187.50	176.25
3,000	HCA Inc 9.625% 11/15/16	11/30/2009	P	02/02/2011	Long	3,247.50	3,213.75	33.75
875.270	Ivy Asset Strategy Instl	09/22/2010	P	10/04/2011	Long	18,380.75	20,000.00	-1,619.25
2,862.110	Natixis CGM Advisor Targeted Equity Y	12/10/2008	P	09/29/2011	Long	24,700.00	22,553.42	2,146.58
2,848.550	Natixis CGM Advisor Targeted Equity Y	12/10/2008	P	10/11/2011	Long	25,950.30	22,446.58	3,503.72
4,000	NRG Energy 7.375% 02/01/16	11/21/2006	P	01/12/2011	Long	4,145.00	4,010.00	135.00
1,317.690	United Airlines 2000 Pass Tr 8.030% 07/01/11	04/21/2010	P	07/01/2011	Long	1,317.69	1,981.48	-663.79
219.260	US Airways Pass-Thru 8.360% 01/20/19	05/03/2010	P	07/20/2011	Long	219.26	222.82	-3.56
						230,865.29	9,524.16	
							221,341.13	

' denotes Asset may qualify for Five-Year Gain Rule

How Acquired: F - Free Receipt, B - Beginning Inventory, C - Call, G - Gift,
L - Payment Made (Liability), P - Purchase, R - Reinvestment, S - Spinoff, U - Undetermined

	Proceeds	Basis	Gain/Loss
Short Term Sales	\$ 68,213.32	\$ 71,792.09	-\$3,578.77
Long Term Sales	\$162,651.97	\$149,549.04	\$13,102.93

Tax Worksheet

(01/01/2011 To 12/31/2011)

Tax ID #: 62-1179433

Generation Skipping : N/A

Account Name: SUC TUA The Richardson Foundation

Administrator Darlinda Jones

Account Number : 20130

Accountant Jeff Talley

State of Domicile : Tennessee

Lattimore, Balck , Morgan & Cain, P C.

Brentwood TN 37024-1869

Gain/Loss Summary

	Short Term GL
Gains From Sales :	547.51
Losses From Sales :	-4,126.28
Common Funds :	0.00
Short Term Gains :	<u>547.51</u>
Short Term Losses :	<u>-4,126.28</u>
Net Short Term G/L:	<u><u>-3,578.77</u></u>

	Long Term GL
Gains From Sales :	15,625.45
Losses From Sales :	-2,522.52
Common Funds :	0.00
Long Term Gain :	<u>15,625.45</u>
Long Term Losses :	<u>-2,522.52</u>
Net Long Term G/L :	<u><u>13,102.93</u></u>

EQUITABLE Trust

990-PF PAGE 2, PART II
ATTACHMENT

December 01, 2011 To December 31, 2011

Account Name : SUC TUA The Richardson Foundation

Account No : 20130

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
<u>Money Market Funds</u>								
34,003.41	Northern Trust Inst Govt Portfolio	100.000	34,003.41	34,003.41	0.00	5.88%	3.40	0.01%
* * Sub Total * *								
<u>Pass-Thru Securities</u>								
3,003.67	US Airways Pass-Thru	99.000	3,024.83	2,973.63	-51.20	0.51%	251.11	8.44%
* * Sub Total * *								
<u>Corporate Bonds</u>								
3,000	Cott Beverages Inc	108.000	3,165.00	3,240.00	75.00	0.56%	243.75	7.52%
* * Sub Total * *								
<u>Corporate Bonds/High Yield</u>								
2,000	Select Medical Corp	94.000	1,885.00	1,880.00	-5.00	0.33%	152.50	8.11%
3,000	Community Health Systems Sr	103.250	2,880.00	3,097.50	217.50	0.54%	266.25	8.60%
2,000	Intl Lease Finance Corp	102.500	1,990.00	2,050.00	60.00	0.35%	171.60	8.37%
1,000	United Rentals NA	111.000	1,067.50	1,110.00	42.50	0.19%	108.75	9.80%
1,491	American Airlines Inc	103.000	1,686.70	1,535.73	-150.97	0.27%	206.43	13.44%
3,000	Donnelley & Sons	100.125	2,917.50	3,003.75	86.25	0.52%	258.00	8.59%
3,000	AES Corp	110.000	3,187.50	3,300.00	112.50	0.57%	240.00	7.27%
3,000	B&G Foods Inc	106.250	3,140.00	3,187.50	47.50	0.55%	228.75	7.18%
2,000	Equinix Inc	109.000	2,092.50	2,180.00	87.50	0.38%	162.50	7.45%
3,000	Lamar Media Corp	106.000	3,183.75	3,180.00	-3.75	0.55%	236.25	7.43%
3,000	Moog Inc	105.500	2,921.25	3,165.00	243.75	0.55%	217.50	6.87%
3,000	Tenneco Inc	106.000	3,135.00	3,180.00	45.00	0.55%	232.50	7.31%
2,000	Graphic Packaging Intl	106.500	2,185.00	2,130.00	-55.00	0.37%	157.50	7.39%

EQUITABLE Trust

December 01, 2011 To December 31, 2011

Account Name : SUC TUA The Richardson Foundation

Account No : 20130

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
2,000	Avis Budget Car Rental	99.250	2,120.00	1,985.00	-135.00	0.34%	165.00	8.31%
2,000	CCO Holdings LLC	104.250	2,000.00	2,085.00	85.00	0.36%	140.00	6.71%
3,000	Citizens Communications Co	97.500	2,760.00	2,925.00	165.00	0.51%	213.75	7.31%
2,000	Forest Oil Corp	102.000	2,030.00	2,040.00	10.00	0.35%	145.00	7.11%
3,000	NRG Energy Inc	101.500	3,123.75	3,045.00	-78.75	0.53%	255.00	8.37%
3,000	Mediacom LLC	106.125	3,210.00	3,183.75	-26.25	0.55%	273.75	8.60%
2,000	Energy Future Intermedia	100.000	2,052.50	2,000.00	-52.50	0.35%	195.00	9.75%
2,000	United Rentals NA	104.750	2,215.00	2,095.00	-120.00	0.36%	185.00	8.83%
2,000	Ford Motor Credit	117.707	1,982.50	2,354.14	371.64	0.41%	162.50	6.90%
3,000	Teekay Corp	96.250	3,127.50	2,887.50	-240.00	0.50%	255.00	8.83%
3,000	Denbury Resource	111.750	3,187.50	3,352.50	165.00	0.58%	247.50	7.38%
2,000	HCA Inc	108.000	2,195.00	2,160.00	-35.00	0.37%	157.50	7.29%
3,000	Suburban Propane Partners	104.000	3,000.00	3,120.00	120.00	0.54%	221.25	7.09%
3,000	FarellGas Partners LP	96.750	3,040.00	2,902.50	-137.50	0.50%	258.75	8.91%
3,000	Iron Mountain Inc	104.125	3,056.25	3,123.75	67.50	0.54%	240.00	7.68%
4,000	Arch Coal Inc	102.250	4,190.00	4,090.00	-100.00	0.71%	290.00	7.09%
2,000	BE Aerospace Inc	109.000	2,110.00	2,180.00	70.00	0.38%	137.50	6.31%
4,000	Davita Inc	102.750	4,075.00	4,110.00	35.00	0.71%	265.00	6.45%
2,000	HCA Inc	102.250	1,940.00	2,045.00	105.00	0.35%	150.00	7.33%
2,000	Healthsouth Corp	98.375	2,122.50	1,967.50	-155.00	0.34%	155.00	7.88%
2,000	Qwest Cap Fdg Inc	99.338	1,962.50	1,986.75	24.25	0.34%	155.00	7.80%
* * Sub Total * *				87,771.70	88,637.87	15.34%	6,906.03	7.79%
Preferred Stock - Investment G								
200	Merrill Lynch Pfd Cap Tr	19.920	3,520.00	3,984.00	464.00	0.69%	350.00	8.79%

Holdings - ZREVCNB

Page 5

EQUITABLE Trust

December 01, 2011 To December 31, 2011

Account Name : SUC TUA The Richardson Foundation

Account No : 20130

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
** Sub Total **			3,520.00	3,984.00	464.00	0.69%	350.00	8.79%
Fixed Income Funds								
3,438.16	Vanguard Short-Term Investment Grade Adm	10.640	35,584.96	36,582.02	997.06	6.32%	1,069.51	2.92%
** Sub Total **			35,584.96	36,582.02	997.06	6.32%	1,069.51	2.92%
Multi Strategy Funds								
551.333	First Eagle Global Instl	45.270	18,861.10	24,958.84	6,097.74	4.31%	353.40	1.42%
2,032.52	Gabelli ABC Advisor	9.690	20,000.00	19,695.12	-304.88	3.40%	0.00	0.00%
1,261.034	IVA Worldwide Instl	15.360	20,000.00	19,369.48	-630.52	3.35%	0.00	0.00%
690.989	Permanent Portfolio	46.090	32,146.91	31,847.68	-299.23	5.51%	290.22	0.91%
1,282.874	TFS Market Neutral	14.490	20,000.00	18,568.84	-1,411.16	3.21%	0.00	0.00%
** Sub Total **			111,008.01	114,459.96	3,451.95	19.78%	643.62	0.56%
High Yield Funds								
2,500	Principal High Yield Instl	7.350	20,000.00	18,375.00	-1,625.00	3.18%	1,623.96	8.84%
** Sub Total **			20,000.00	18,375.00	-1,625.00	3.18%	1,623.96	8.84%
Large Cap Funds								
16,065.233	Federated Strategic Value Dividend Instl	4.860	73,227.14	78,077.03	4,849.89	13.50%	2,976.89	3.81%
795.869	Yacktman Fund Inc	17.510	13,967.50	13,935.67	-31.83	2.41%	146.17	1.05%
** Sub Total **			87,194.64	92,012.70	4,818.06	15.91%	3,123.06	3.39%
Mid Cap Funds								
561.01	BlackRock US Opportunities Instl	33.490	20,000.00	18,788.22	-1,211.78	3.25%	0.00	0.00%
1,862.745	Rydex/SGI Mid Value Instl	9.980	15,200.00	18,590.20	3,390.20	3.21%	80.49	0.43%
** Sub Total **			35,200.00	37,378.42	2,178.42	6.46%	80.49	0.22%
Small Cap Funds								

EQUITABLE Trust

December 01, 2011 To December 31, 2011

Account Name : SUC TUA The Richardson Foundation

Account No : 20130

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
1,412.355	Invesco Van Kampen Small Growth Instl	9.800	10,380.27	13,841.08	3,460.81	2.39%	0.00	0.00%
658.839	Keeley Small Value Instl	23.340	10,100.00	15,377.30	5,277.30	2.66%	0.00	0.00%
	** Sub Total **		20,480.27	29,218.38	8,738.11	5.05%	0.00	0.00%
	International Funds							
1,470.725	First Eagle Overseas Instl	20.650	17,810.48	30,370.47	12,559.99	5.25%	664.77	2.19%
1,113.486	Lazard Emerging Markets Equity Instl	16.800	20,000.00	18,706.56	-1,293.44	3.23%	0.00	0.00%
	** Sub Total **		37,810.48	49,077.03	11,266.55	8.48%	664.77	1.35%
	Gold Bullion Funds							
430	SPDR Gold Shares	151.990	45,896.98	65,355.70	19,458.72	11.30%	0.00	0.00%
	** Sub Total **		45,896.98	65,355.70	19,458.72	11.30%	0.00	0.00%
	Preferred Stock - High Yield							
125	Citigroup Capital XII Pfd	25.160	3,317.42	3,145.00	-172.42	0.54%	265.63	8.45%
	** Sub Total **		3,317.42	3,145.00	-172.42	0.54%	265.63	8.45%
	** Grand Total **		527,977.70	678,443.12	50,466.42		15,226.33	2.63%

Income Cash : 143,925.74

Invested Income : 0.00

Principal Cash : -143,925.74