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

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: **SID RICHARDSON MEMORIAL FUND**

Number and street (or P O box number if mail is not delivered to street address): **309 MAIN STREET**

Room/suite: _____

City or town, state, and ZIP code: **FORT WORTH, TX 76102**

A Employer identification number
75-1220266

B Telephone number (see instructions)
(817) 336-0494

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

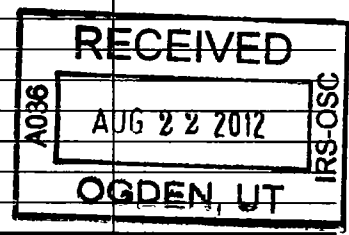
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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) **\$ 6,239,980.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	96,498.	96,498.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	236,922.			
	b Gross sales price for all assets on line 6a	789,328.			
	7 Capital gain net income (from Part IV, line 2)		236,922.		
	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) STMT 1	208.	208.			
12 Total. Add lines 1 through 11	333,628.	333,628.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,875.			1,875.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 2	5,760.	376.		5,384.
	b Accounting fees (attach schedule) STMT 3	17,766.	4,442.		14,149.
	c Other professional fees (attach schedule) STMT 4	43,293.	23,723.		19,570.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	21,024.	131.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	316.			316.
	22 Printing and publications	14,223.			14,223.
	23 Other expenses (attach schedule) STMT 6	26,320.	6,250.		19,485.
	24 Total operating and administrative expenses. Add lines 13 through 23	130,577.	34,922.		75,002.
	25 Contributions, gifts, grants paid	260,500.			254,250.
26 Total expenses and disbursements. Add lines 24 and 25	391,077.	34,922.		329,252.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-57,449.				
b Net investment income (if negative, enter -0-)		298,706.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	4,881.	7,007.	7,007.	
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 4,598.				
		Less: allowance for doubtful accounts ▶	6,424.	4,598.	4,598.	
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule),				
	b	Investments - corporate stock (attach schedule) STMT 7	5,462,885.	5,356,220.	5,356,220.	
	c	Investments - corporate bonds (attach schedule) STMT 8	50,059.			
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	678,444.	872,155.	872,155.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,202,693.	6,239,980.	6,239,980.		
Liabilities	17	Accounts payable and accrued expenses	1,100.			
	18	Grants payable	123,500.	129,750.		
	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 ▶ DEFERRED TAX PAYABLE)	14,421.	79,066.		
	23	Total liabilities (add lines 17 through 22)	139,021.	208,816.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	6,063,672.	6,031,164.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	6,063,672.	6,031,164.			
31	Total liabilities and net assets/fund balances (see instructions)	6,202,693.	6,239,980.			

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 6,063,672.
2	Enter amount from Part I, line 27a	2 -57,449.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3 24,941.
4	Add lines 1, 2, and 3	4 6,031,164.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 6,031,164.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	236,922.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	328,077.	5,623,645.	0.058339
2009	303,867.	5,002,649.	0.060741
2008	294,103.	5,772,208.	0.050952
2007	307,457.	6,523,228.	0.047133
2006	286,851.	6,106,218.	0.046977
2	Total of line 1, column (d)		0.264142
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		0.052828
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		6,189,821.
5	Multiply line 4 by line 3		326,996.
6	Enter 1% of net investment income (1% of Part I, line 27b)		2,987.
7	Add lines 5 and 6		329,983.
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.		329,252.

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 items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total amount shown as 5,974.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation file Form 1120-POL for this year?'. Includes 'Yes' and 'No' columns.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of PETE GEREN Telephone no. 817-336-0494
Located at 309 MAIN STREET, FORT WORTH, TX ZIP + 4 76102
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
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

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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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? Yes No X
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) 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? Yes No X
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.) 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

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)? 6b 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? 6b 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? 6b Yes No

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 STMT: PART VIII-1		1,875.	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				

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		0

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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3 N/A	
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	5,493,264.
b	Average of monthly cash balances	1b	11,691.
c	Fair market value of all other assets (see instructions)	1c	779,127.
d	Total (add lines 1a, b, and c)	1d	6,284,082.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,284,082.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	94,261.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,189,821.
6	Minimum investment return. Enter 5% of line 5	6	309,491.

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	309,491.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,974.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,974.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	303,517.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	303,517.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	303,517.

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	329,252.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	329,252.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	329,252.

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				303,517.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			170,689.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>329,252.</u>				
a Applied to 2010, but not more than line 2a			170,689.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				158,563.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 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				144,954.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

LETTER: INCLUDE NAME, PLACE, & DATE OF SERVICE

c Any submission deadlines:

NO LATER THAN MARCH 31 EACH YEAR

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

DESCENDANT OF RETIRED OR CURRENT EMPLOYEE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STMT: PART XV-3A	NONE	N/A	SCHOLARSHIPS	254,250.
Total				254,250. 3a
b Approved for future payment SEE STMT: PART XV-3B	NONE	N/A	SCHOLARSHIPS	129,750.
Total				129,750. 3b

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
789,328.		PUBLICLY TRADED SECURITIES 552,406.					VAR 236,922.	VAR
TOTAL GAIN (LOSS)							<u>236,922.</u>	

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULES FOR TAX RETURN
YEAR ENDING 12/31/11

	<u>PER</u> <u>BOOKS</u>	<u>NET INV</u> <u>INCOME</u>	<u>CHARITABLE</u> <u>PURPOSE</u>
STATEMENT 1:			
OTHER INCOME:			
Litigation proceeds	<u>207.65</u>	<u>207.65</u>	<u>0.00</u>
Total-Part I, Ln 11	<u>207.65</u>	<u>207.65</u>	<u>0.00</u>
STATEMENT 2:			
LEGAL FEES:			
Kelly Hart & Hallman	<u>5,759.79</u>	<u>376.00</u>	<u>5,383.79</u>
Total-Part I, Ln 16a	<u>5,759.79</u>	<u>376.00</u>	<u>5,383.79</u>
STATEMENT 3:			
ACCOUNTING FEES:			
KPMG LLP	<u>17,766.00</u>	<u>4,441.50</u>	<u>14,149.50</u>
Total-Part I, Ln 16b	<u>17,766.00</u>	<u>4,441.50</u>	<u>14,149.50</u>
STATEMENT 4:			
OTHER PROF. FEES:			
JP Morgan Chase Bank	2,742.16	2,742.16	0.00
Luther King Capital Mgt.	20,981.00	20,981.00	0.00
Scholarship Committee - Honoraria	18,000.00	0.00	18,000.00
Lawrence & Associates	<u>1,570.00</u>	<u>0.00</u>	<u>1,570.00</u>
Total-Part I, Ln 16c	<u>43,293.16</u>	<u>23,723.16</u>	<u>19,570.00</u>
STATEMENT 5:			
TAXES:			
Foreign Dividend Tax	130.40	130.40	0.00
Federal Excise Tax	5,974.14	0.00	0.00
Deferred Taxes	<u>249.00</u>	<u>0.00</u>	<u>0.00</u>
Total-Part I, Ln 18	<u>6,353.54</u>	<u>130.40</u>	<u>0.00</u>
STATEMENT 6:			
OTHER EXPENSES			
Miscellaneous Expense	1,169.82	0.00	584.91
Supplies Expense	150.00	0.00	150.00
Administrative Expense	<u>25,000.00</u>	<u>6,250.00</u>	<u>18,750.00</u>
Total-Part I, Ln 23	<u>26,319.82</u>	<u>6,250.00</u>	<u>19,484.91</u>

SID RICHARDSON MEMORIAL FUND
 SUPPLEMENTARY SCHEDULE FOR TAX RETURN
 YEAR ENDING 12/31/11

STATEMENT 7: STOCKS

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>MARKET VALUE</u>
2,000	Abbott Laboratories	112,460.00
2,380	Adobe Systems, Inc.	67,282.60
205	Apple, Inc.	83,025.00
2,000	AT&T, Inc.	60,480.00
2,000	Ball Corp.	71,420.00
2,000	Cabot Oil & Gas Corp	151,800.00
2,000	Coca Cola Co.	139,940.00
1,100	Covidien PLC New	49,511.00
3,000	Cullen Frost Bankers, Inc.	158,730.00
2,600	Danaher Corp.	122,304.00
2,000	Dentsply International, Inc.	69,980.00
2,800	E I Du Pont de Nemours & Co	128,184.00
6,000	EMC Corp	129,240.00
2,000	Emerson Electric Co.	93,180.00
720	Encana Corp.	13,341.60
1,500	Exxon Mobil Corp.	127,140.00
1,500	FMC Corp.	129,060.00
70	Google, Inc.	45,213.00
2,500	Honeywell Int'l Inc.	135,875.00
1,800	IBM, Corp.	330,984.00
5,500	Jarden Corp	164,340.00
1,000	Johnson & Johnson	65,580.00
1,500	Kimberly Clark Corp.	110,340.00
2,500	Kirby Co	164,600.00
890	Martin Marietta Materials, Inc.	67,114.90
3,500	Microsoft Corp.	90,860.00
1,300	Monsanto Co	91,091.00
2,000	National Instruments Corp.	51,900.00
1,400	Newmont Mining Corp	84,014.00
1,000	Northern Trust Corp.	39,660.00
3,100	Nuance Communications, Inc.	77,996.00
2,000	Oracle Corp	51,300.00
1,300	Pall Corp.	74,295.00
1,500	Pepsico Inc.	99,525.00
2,000	Perkinelmer, Inc.	40,000.00
4,000	Petsmart, Inc.	205,160.00
5,000	Pfizer Inc.	108,200.00
2,000	Procter & Gamble Co.	133,420.00
1,200	Range Resources Corp	74,328.00
2,700	Republic Services Inc.	74,385.00
2,000	Rockwell Collins	110,740.00
1,050	Roper Industries, Inc.	91,213.50

SID RICHARDSON MEMORIAL FUND
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/11

STATEMENT 7: STOCKS

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>MARKET VALUE</u>
2,688	Thermo Fisher Scientific Inc.	120,879.36
1,833	Time Warner Inc.	66,244.62
2,000	Tractor Supply Co.	140,300.00
2,200	Trimble Navigation LTD	95,480.00
850	Union Pacific Corp	90,049.00
4,000	US Bancorp Del	108,200.00
610	VF Corp	77,463.90
1,350	Walgreen Co.	44,631.00
4,000	Waste Management, Inc.	130,840.00
7,000	Wells Fargo & Co.	<u>192,920.00</u>
		<u>5,356,220.48</u>

SID RICHARDSON MEMORIAL FUND
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/11

STATEMENT 8: Other Investments

	<u>Ending Book</u>	<u>Ending FMV</u>
JP Morgan US Government Money Market	<u>872,155.10</u>	<u>872,155.10</u>

SID RICHARDSON MEMORIAL FUND
 SUPPLEMENTARY SCHEDULE FOR TAX RETURN
 YEAR ENDING 12/31/11

STATEMENT: PART IV

	<u>DATE</u> <u>ACQ.</u>	<u>DATE</u> <u>SOLD</u>	GROSS SALES <u>PRICE</u>	COST OR OTHER <u>BASIS</u>	GAIN/ <u>(LOSS)</u>
SHORT-TERM GAIN/(LOSS)					
STOCKS	VARIOUS	VARIOUS	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
LONG-TERM GAIN/(LOSS)					
STOCKS	VARIOUS	VARIOUS	739,327.92	503,566.46	235,761.46
BOND	8/3/2006	1/18/2011	<u>50,000.00</u>	<u>48,839.50</u>	<u>1,160.50</u>
			<u>789,327.92</u>	<u>552,405.96</u>	<u>236,921.96</u>
			<u>789,327.92</u>	<u>552,405.96</u>	<u>236,921.96</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/11

STATEMENT: PART VIII-1

List of Officers:

<u>Name and Address</u>	<u>Title/ Hours</u>	<u>Contributions</u>	<u>Expense Account</u>	<u>Compensation</u>
Robert E. Kolba 309 Main Street Fort Worth, TX 76102	President Est. 2 hrs/yr	None	None	625.00
J. Kenneth McCarty 309 Main Street Fort Worth, TX 76102	Director Est. 2 hrs/yr	None	None	625.00
Thomas W. White 309 Main Street Fort Worth, TX 76102	Director Est. 2 hrs/yr	None	None	625.00
Peggy Laskoski 309 Main Street Fort Worth, TX 76102	Secretary Est. 4 hrs/wk	None	None	0.00
Cindy Alexander 309 Main Street Fort Worth, TX 76102	Treasurer Est. 1-2 hrs/wk	None	None	<u>0.00</u>
TOTAL				<u>1,875.00</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/11

STATEMENT 9

Name, address and phone number for applications:

Peggy Laskoski
309 Main Street
Fort Worth, TX 76102
817/336-0494

SID RICHARDSON MEMORIAL FUND

75-1220266

STATEMENT PT XV-3A

NAME	ADDRESS	PURPOSE	AMOUNT
Barbin Kathryn	10 Shoff Ct	Mechanicsburg, PA 17055	Scholarship 7 500 00
Barron Sarah	2630 English Drive	Vernon TX 76384	Scholarship 2 000 00
Bartlett Sarah	7800 NCR 35	Big Spring TX 79720	Scholarship 5 000 00
Benton James	2521 Gulf Avenue	Midland TX 79705-8404	Scholarship 5 000 00
Blankenship Randy	434 Atherton Drive	Metairie LA 70005	Scholarship 7 500 00
Boudreaux Jennifer	5012 Rye Street	Metairie LA 70006	Scholarship 2 500 00
Browning Rachel	7903 Heathrow Lane	Spring TX 77379	Scholarship 2 500 00
Browning William	7903 Heathrow Lane	Spring TX 77379	Scholarship 6 000 00
Cannell James	6453 FM 1162 Rd	El Campo TX 77437	Scholarship 3 500 00
Carrizales Vanessa	7800 Swale Ct	Burleson TX 76028	Scholarship 4 000 00
Carter Kalie	925 East Waco	Kermit TX 79745	Scholarship 2 000 00
Carter Kassie	925 East Waco	Kermit TX 79745	Scholarship 4 000 00
Cartwright Michael	7622 Woodhaven Drive	North Richland Hills TX 76180	Scholarship 2 000 00
Claypool John	3041 Bon Air Avenue	Louisville KY 40205	Scholarship 3 000 00
Cochran Kyle	4159 Inman Ct	Ft Worth TX 76109	Scholarship 3 000 00
Cochran Tyler	1700 Rogers Road #340	Ft Worth TX 76107	Scholarship 2 000 00
Das Anuka	#10 Glenbrook Drive	Borger TX 79007	Scholarship 5 000 00
Denman Coby	5620 Phelps Street	The Colony TX 75056	Scholarship 3 000 00
Doherty Daniel	5 Collier Ave Ext	Scituate MA 02066	Scholarship 3 000 00
Elkins Christine	2610 Sunlight Drive	Arlington TX 76006	Scholarship 4 500 00
Evans Lauren Minnich	11030 Almond Park	San Antonio TX 78249	Scholarship 3 000 00
Fanning Calvin	636 John Ct	Burleson TX 76028	Scholarship 6 500 00
Faught Bradley	5124 Roundtree Ct	Haltom City TX 76137	Scholarship 1 750 00
Fife Jennifer	204 Arwine Drive	Hurst TX 76053	Scholarship 3 000 00
Flood Celeste	313 Mustang St	Fritch TX 79036	Scholarship 3 000 00
Fraser Robert	500 W Prospect Rd Apt 18	Fort Collins CO 80526	Scholarship 6 000 00
Gerstenmaier David Jr	9306 S Mooreland Rd	Richmond VA 23229	Scholarship 5 500 00
Henninger Charles	28145 Ambar	Mission Viejo CA 92692	Scholarship 2 500 00
Herman Laura	7624 Espina Drive	Austin TX 78739	Scholarship 5 000 00
Hicks Katherine M	2 Petaldrop Place	The Woodlands TX 77382	Scholarship 3 000 00
Hite Crimson	P O Box 12266	Ft Worth TX 76110	Scholarship 4 500 00
Hix James Morgan	3713 Arborlawn Drive	Ft Worth TX 76109	Scholarship 2 500 00
Hix William	3713 Arborlawn Drive	Ft Worth TX 76109	Scholarship 7 000 00
Hodge MacKenzie	P O Box 1	Sundown TX 79372	Scholarship 4 250 00
Hogg William	1131 Hillcrest	Dallas TX 75230	Scholarship 5 500 00
Jones Danielle Brown	6517 93rd Street	Lubbock TX 79424	Scholarship 5 500 00
Kelly Gary	61286 Gitz Rd	Lacombe CA 70445	Scholarship 3 000 00
Kelly Katherine	11288 Hartford Avenue	St Paul MN 55116	Scholarship 4 000 00
Land Cory	1200 County Rd 914A	Burleson TX 76028	Scholarship 1 500 00
Laskoski Christopher	4017 Sanguinet	Ft Worth TX 76107	Scholarship 5 000 00
Loeffelholz Lennie	328 Miramar Circle East	Weatherford TX 76085	Scholarship 4 000 00
Mayes Sarah	3467 Lake Austin Blvd Apt #E	Austin TX 78703	Scholarship 7 500 00
McConnell Corey	6917 Aspen Wood Trail	Ft Worth TX 76132	Scholarship 6 500 00
McEnery Madison	1921 Enchanted Lane	Mansfield TX 76063	Scholarship 4 000 00
Offutt Luke	2 Inwood Peak	San Antonio TX 78248	Scholarship 5 000 00
Offutt Michael	2 Inwood Peak	San Antonio TX 78248	Scholarship 5 000 00
Quiroga Allison	P O Box 54641	Hurst TX 76054	Scholarship 1 250 00
Randals Sidney	6200 Westchester Lane	Plano TX 75093	Scholarship 2 500 00
Ray Mary Ashley	3866 South Hills Circle	Fort Worth TX 76109	Scholarship 3 750 00

SID RICHARDSON MEMORIAL FUND

75-1220266

STATEMENT: PT XV-3A

<u>NAME</u>	<u>ADDRESS</u>		<u>PURPOSE</u>	<u>AMOUNT</u>
Redman, Jennifer	1433 Westwood Drive	Abilene, TX 79603	Scholarship	2,500.00
Redman, Matthew	257 S. DeLacey Ave #2131	Pasadena, CA 91105	Scholarship	5,000.00
Reed, Michael	4720 Ivanhoe Drive	Ft. Worth, TX 76132	Scholarship	2,500.00
Rupard, Reagan	301 Colorado	Big Spring, TX 79720	Scholarship	4,500.00
Samuel, Bobby	6509 Bluebird Drive	Arlington, TX 76001	Scholarship	4,500.00
Spence, Laura	1301 Richie Road	Big Spring, TX 79720	Scholarship	4,500.00
Tabony, Jade	214 Thurston Avenue	Ithaca, NY 14850	Scholarship	5,000.00
Tabony, Janae	Hampshire College Box 957 893	Amherst, MA 01002	Scholarship	7,000.00
Taylor, Dawn	10100 Chapel Oak Tr.	Ft. Worth, TX 76116	Scholarship	1,500.00
Taylor, William Justin	7105 Big Bear Lake Dr.	Arlington, TX 76016	Scholarship	6,500.00
Theriot, Matthew	15424 Woodmoss Drive	Baton Rouge, LA 70816	Scholarship	2,500.00
Tomlinson, Christin Jane	1950 Arbor Valley Drive	Edmond, OK 73025	Scholarship	4,500.00
Watkins, Taylor Nicole	405 Small St.	Bowie, TX 76230	Scholarship	3,000.00
Webster, Stephanie	533 Mercer St.	Grand Prairie, TX 75052	Scholarship	2,250.00
Total				<u>254,250.00</u>

SID RICHARDSON MEMORIAL FUND

75-1220266

STATEMENT: PT XV-3B

<u>NAME</u>	<u>ADDRESS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Barbin, Kathryn	10 Shoff Ct	Mechanicsburg, PA 17055	Scholarship 4,000.00
Bartlett, Sarah	7800 NCR 35	Big Sprng, TX 79720	Scholarship 2,500.00
Benton, James	2521 Gulf Avenue	Midland, TX 79705-8404	Scholarship 2,500.00
Blankenship, Randy	434 Atherton Drive	Metairie, LA 70005	Scholarship 4,000.00
Boudreaux, Jennifer	5012 Rye Street	Metairie, LA 70006	Scholarship 2,500.00
Browning, Rachel	7903 Heathrow Lane	Spring, TX 77379	Scholarship 2,500.00
Browning, William	7903 Heathrow Lane	Spring, TX 77379	Scholarship 3,000.00
Cannell, James	6453 FM 1162 Rd	El Campo, TX 77437	Scholarship 1,500.00
Carnzales, Vanessa	7800 Swale Ct	Burleson, TX 76028	Scholarship 2,000.00
Carter, Kalee	925 East Waco	Kermit, TX 79745	Scholarship 2,000.00
Carter, Kassie	925 East Waco	Kermit, TX 79745	Scholarship 2,000.00
Claypool, John	3041 Bon Air Avenue	Louisville, KY 40205	Scholarship 3,000.00
Cochran, Kyle	4159 Inman Ct.	Ft Worth, TX 76109	Scholarship 1,000.00
Das, Anuka	#10 Glenbrook Drive	Borger, TX 79007	Scholarship 2,500.00
Denman, Coby	5620 Phelps Street	The Colony, TX 75056	Scholarship 3,000.00
Elkins, Christine	2610 Sunlight Drive	Arlington, TX 76006	Scholarship 2,500.00
Fanning, Calvin	636 John Ct.	Burleson, TX 76028	Scholarship 3,500.00
Flood, Celeste	313 Mustang St.	Fritch, TX 79036	Scholarship 3,000.00
Fraser, Robert	500 W. Prospect Rd , Apt. 18	Fort Collins, CO 80526	Scholarship 3,000.00
Gerstenmaier, David Jr.	9306 S. Mooreland Rd.	Richmond, VA 23229	Scholarship 3,000.00
Henninger, Charles	28145 Ambar	Mission Viejo, CA 92692	Scholarship 2,500.00
Herman, Laura	7624 Espina Drive	Austin, TX 78739	Scholarship 2,500.00
Hite, Crimson	P O. Box 12266	Ft. Worth, TX 76110	Scholarship 2,000.00
Hix, James Morgan	3713 Arborlawn Drive	Ft. Worth, TX 76109	Scholarship 2,500.00
Hix, William	3713 Arborlawn Drive	Ft. Worth, TX 76109	Scholarship 3,500.00
Hodge, MacKenzie	P.O. Box 1	Sundown, TX 79372	Scholarship 2,500.00
Hogg, William	1131 Hillcrest	Dallas, TX 75230	Scholarship 3,000.00
Jones, Danielle Brown	6517 93rd Street	Lubbock, TX 79424	Scholarship 3,000.00
Kelly, Katherine	11288 Hartford Avenue	St. Paul, MN 55116	Scholarship 2,000.00
Land, Cory	1200 County Rd 914A	Burleson, TX 76028	Scholarship 750.00
Laskoski, Christopher	4017 sanguinet Court	Ft. Worth, TX 76107	Scholarship 2,500.00
Loeffelholz, Lennie	328 Miramar Circle East	Weatherford, TX 76085	Scholarship 4,000.00
Mayes, Sarah	3467 Lake Austin Blvd. Apt #E	Austin, TX 78703	Scholarship 4,000.00
McConnell, Corey	6917 Aspen Wood Trail	Ft Worth, TX 76132	Scholarship 3,500.00
McEnery, Madison	1921 Enchanted Lane	Mansfield, TX 76063	Scholarship 2,000.00
Offutt, Luke	2 Inwood Peak	San Antonio, TX 78248	Scholarship 2,500.00
Offutt, Michael	2 Inwood Peak	San Antonio, TX 78248	Scholarship 2,500.00
Quiroga, Allison	P.O. Box 54641	Hurst, TX 76054	Scholarship 1,250.00
Randals, Sidney	6200 Westchester Lane	Plano, TX 75093	Scholarship 2,500.00
Ray, Mary Ashley	3866 South Hills Circle	Fort Worth, TX 76109	Scholarship 2,250.00
Redman, Matthew	257 S. DeLacey Ave #2131	Pasadena, CA 91105	Scholarship 2,500.00
Reed, Michael	4720 Ivanhoe Drive	Ft. Worth, TX 76132	Scholarship 2,500.00
Rupard, Reagan	301 Colorado	Big Sprng, TX 79720	Scholarship 2,250.00
Spence, Laura	1301 Richie Road	Big Sprng, TX 79720	Scholarship 2,500.00
Tabony, Jade	214 Thurston Avenue	Ithaca, NY 14850	Scholarship 2,500.00
Tabony, Janae	Hampshire College Box 957 893 V	Amherst, MA 01002	Scholarship 3,500.00
Taylor, William Justin	7105 Big Bear Lake Dr.	Arlington, TX 76016	Scholarship 3,250.00
Theriot, Matthew	15424 Woodmoss Drive	Baton Rouge, LA 70816	Scholarship 2,500.00
Tomlinson, Chnstin Jane	1950 Arbor Valley Drive	Edmond, OK 73025	Scholarship 2,500.00
Watkins, Taylor Nicole	405 Small St.	Bowie, TX 76230	Scholarship 1,500.00
Total			<u>129,750</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/11

THE MEMORIAL FUND BEGAN TRADING REGULATED FUTURES CONTRACTS IN 1990 AND TERMINATED THE POSITION AS OF DECEMBER 31, 1996.

IN COMPLIANCE WITH THE STRADDLE RULES, THE FOLLOWING LOSSES, WHICH WERE REALIZED ON THE SALE OF REGULATED FUTURES CONTRACTS, ARE DISALLOWED UNDER THE WASH SALE RULES OF REG. SEC. 1.1092(b)-2T(A) PRIOR TO THE DISPOSITION OF THE STRADDLE. PURSUANT TO IRC SECTION 1092(a), LOSSES FROM THE DISPOSITION ARE TAKEN INTO ACCOUNT IN ANY TAXABLE YEAR ONLY TO THE EXTENT SUCH LOSSES EXCEED THE UNRECOGNIZED GAIN OF THE OFFSETTING POSITION.

UNRECOGNIZED SEC. 1092 LOSSES CARRIED FORWARD TO 2011	(5,634)
UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/11	<u>7,738</u>
UNRECOGNIZED SEC. 1092 LOSSES EXCEEDING UNREALIZED GAIN	0
UNRECOGNIZED SEC. 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN THAT WERE USED AT 12/31/11	<u>0</u>
UNRECOGNIZED SEC. 1092 LOSSES CARRIED FORWARD TO 2012	<u>(5,634)</u>

SID RICHARDSON MEMORIAL FUND
IRC SECTION 1092 PORTFOLIO WALKFORWARD
AS OF 12/31/11

	NO. OF SHARES	CARRYING VALUE	MARKET VALUE
KIMBERLY- CLARK CORP.	<u>200</u>	<u>6,974</u>	<u>14,712</u>
			(6,974)
UNREALIZED GAIN			7,738
S&P LOSS CARRYFORWARD			<u>(5,634)</u>
Excess S&P carryforward over unrealized gain			<u><u>0</u></u>