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

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 **2012** or tax year beginning **2012**, and ending **20**

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

Number and street (or P O box number if mail is not delivered to street address) **605 BROADWAY LF 41**

Room/suite

City or town, state, and ZIP code **SAUGUS, MA 01906**

A Employer identification number **04-6045863**

B Telephone number (see instructions) **781-581-4241**

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

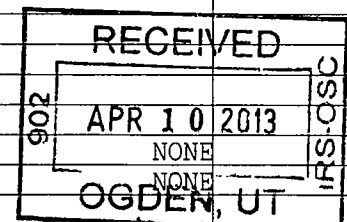
H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 388,783.**

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	9,485.	9,176.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,029.			
	b Gross sales price for all assets on line 6a	216,844			
	7 Capital gain net income (from Part IV, line 2)		23,029.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	32,514.	32,205.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	2,745.	1,373.		1,373.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 4	35.	NONE	NONE	18.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) STMT 5	188.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings			NONE	
	22 Printing and publications			NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses Add lines 13 through 23	2,968.	1,373.	NONE	1,391.
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements Add lines 24 and 25	2,968.	1,373.	NONE	1,391.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	29,546.				
b Net investment income (if negative, enter -0-)		30,832.			
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			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	334,651.	363,884.	388,783
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	334,651.	363,884.	388,783.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	334,651.	363,884	
	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)	334,651.	363,884.		
31	Total liabilities and net assets/fund balances (see instructions)	334,651.	363,884.		

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)	1 334,651.
2	Enter amount from Part I, line 27a	2 29,546.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 364,197.
5	Decreases not included in line 2 (itemize) ▶ BOOK VALUE ADJUSTMENT	5 313.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 363,884.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for property description, acquisition method, date acquired, date sold, sales price, depreciation, cost basis, gain/loss, FMV, adjusted basis, excess, and net capital gain/loss.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [] Yes [X] No

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

Table with columns for base period years, adjusted qualifying distributions, net value of noncharitable-use assets, and distribution ratio.

Summary table for Part V with rows for total distribution ratio, average distribution ratio, net value of assets, multiplied values, 1% of net investment income, and final qualifying distributions.

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 categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 429.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state registration. Includes 'MA' as an answer for line 8a.

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) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of EASTERN BANK Telephone no (781) 581-4241
Located at 605 BROADWAY, SAUGUS, MA ZIP+4 01906
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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.) Yes X 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)? 1b
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 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X 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) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012? 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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
EASTERN BANK & TRUST COMPANY SAUGUS, MA 01906	TRUSTEE 4	2,745.		- 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

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

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

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 <u>NONE</u> ----- -----	
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 <u>NONE</u> ----- -----	
2 ----- ----- -----	
All other program-related investments See instructions 3 <u>NONE</u> ----- -----	
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	377,904
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	377,904
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	377,904
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,669.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	372,235
6	Minimum investment return. Enter 5% of line 5	6	18,612.

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

1	Minimum investment return from Part X, line 6	1	18,612.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	617.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	617.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,995.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	17,995.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,995.

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	1,391.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,391
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,391.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				17,995.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			13,644.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,391.</u>				
a Applied to 2011, but not more than line 2a			1,391.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions			12,253.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				17,995.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
A T & T INC	161.	161.
ABBOTT LABORATORIES INC	18.	18.
AETNA U S HEALTHCARE INC	48.	48.
AMERICAN EXPRESS CO	65.	65.
AMERISOURCEBERGEN CORP	7.	7.
APACHE CORP	4.	4.
APPLE	69.	69.
BECTON DICKINSON CO	93.	93.
BOEING CO	48.	48.
BOEING CO 3.5% 02/15/2015	875.	875.
BRISTOL MYERS SQUIBB CO.	21.	21.
CVS CORP.	21.	21.
CARDINAL HEALTH, INC.	70.	70.
CATERPILLAR INC.	115.	115.
CHEVRON CORP	43.	43.
COACH, INC.	23.	23.
COCA-COLA CO	129.	129.
COLGATE PALMOLIVE CO	24.	24.
CONOCOPHILLIPS	113.	113.
DEERE & CO	84.	84.
WALT DISNEY PRODUCTIONS	79.	79.
DISCOVER FINANCIAL SERVICES	26.	26.
DUPONT DE NEMOURS & CO	104.	104.
EMERSON ELEC CO	27.	27.
EMERSON ELEC CO 5.625% 11/15/2013	844.	844.
EXELON CORP	42.	42.
EXXON MOBIL CORP	115.	115.
FEDERAL HOME LOAN BANK 5.5% 08/13/2014	825.	825.
FEDEX CORPORATION	21.	21.
FLUOR CORP-NEW	14.	14.
FORD MOTOR CO	14.	14.
FREEPORT-MCMORAN COPPER AND GOLD, INC.	20.	20.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL ELEC CO	98.	98.
GRAINGER W.W.	5.	5.
HCP, INC.	165.	124.
HALLIBURTON CO	39.	39.
HEINZ H J CO.	128.	128.
HELMERICH AND PAYNE	23.	23.
HONEYWELL INT'L INC.	50.	50.
INTEL CORP	70.	70.
I B M CORP	15.	15.
INTUIT	9.	9.
I SHARES BARCLAYS 7-10 YR TREAS	208.	208.
I SHARES BARCLAYS 1-3 YR TR BD	32.	32.
I SHARES S & P MIDCAP 400	380.	380.
I SHARES NATIONAL MUNI BOND ETF	270.	2.
I SHARES BARCLAYS INT CRDT	417.	417.
I SHARES BARCLAYS 1-3 YR CREDIT BOND FUN	144.	144.
J P MORGAN CHASE & CO	25.	25.
JOHNSON & JOHNSON	90.	90.
KRAFT FOODS INC	98.	98.
LEGG MASON INC	12.	12.
MERCK & CO INC. NEW	180.	180.
FEDERATED GOV'T OBLIGATION TAX MANAGED F	3.	3.
MONSANTO CO	16.	16.
MORGAN STANLEY	39.	39.
NIKE INC. CL B	30.	30.
NUCOR CORP	76.	76.
OCCIDENTAL PETROLEUM CORP	97.	97.
OMNICOM GROUP	39.	39.
ORACLE CORPORATION	65.	65.
PARKER HANNIFIN	69.	69.
PEPSICO INC	72.	72.
PHILIP MORRIS INTL INC	62.	62.
PROCTER & GAMBLE CO	103.	103.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
QUALCOMM INC	52.	52.
SPX CORPORATION	11.	11.
SPDR BARCLAYS HIGH YIELD	1,160.	1,160.
STANLEY BLACK & DECKER INC	26.	26.
STARBUCKS CORP	38.	38.
STATE STREET CORP	58.	58.
SUNTRUST BANKS	10.	10.
TJX COMPANIES INC	49.	49.
TIFFANY AND COMPANY	9.	9.
UIL HOLDINGS CORPORATION	83.	83.
UNION PACIFIC CORP	10.	10.
UNITED TECHNOLOGIES CORP	30.	30.
UNITEDHEALTH GROUP, INC.	8.	8.
VERIZON COMMUNICATIONS INC	188.	188.
VISA, INC	32.	32.
WAL-MART STORES INC	19.	19.
WALGREEN CO	88.	88.
XCEL ENERGY, INC.	116.	116.
YUM BRANDS INC	69.	69.
ACCENTURE PLC	92.	92.
COVIDIEN PLC	17.	17.
ACE LTD	29.	29.
TOTAL	9,485.	9,176.

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER NONALLOCABLE EXPENSES -	35.			18.
TOTALS	35.	NONE	NONE	18.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL ESTIMATES - PRINCIPAL	188.

TOTALS	188.
	=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

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

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,394
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	3,394

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					51

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	19,581
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	3
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	19,635

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		3,394.
14	Net long-term gain or (loss):			
a	Total for year	14a		19,635.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		3.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		23,029.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

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

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

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

WILLIAM A RICHARDSON TRUST U/I

Employer identification number

04-6045863

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 52. AMERISOURCEBERGEN CORP	12/09/2011	03/09/2012	1,959.00	1,904.00	55.00
7. APACHE CORP	08/19/2011	03/09/2012	756.00	688.00	68.00
33 BIOGEN IDEC INC	03/09/2012	08/01/2012	4,786.00	3,965.00	821.00
118. BRISTOL MYERS SQUIBB	01/26/2012	03/09/2012	3,879.00	3,801.00	78.00
61. DEERE & CO	03/09/2012	10/02/2012	5,010.00	4,915.00	95.00
23. DIRECTV	01/20/2012	03/09/2012	1,080.00	1,116.00	-36.00
3. DOLLAR TREE INC	03/17/2011	01/20/2012	253.00	161.00	92.00
34 DOLLAR TREE INC	03/17/2011	03/09/2012	3,147.00	1,819.00	1,328.00
67. EMERSON ELEC CO	03/09/2012	06/04/2012	3,009.00	3,350.00	-341.00
26. EXXON MOBIL CORP	10/27/2011	03/09/2012	2,204.00	2,125.00	79.00
49 FLUOR CORP-NEW	11/04/2011	03/09/2012	2,988.00	2,681.00	307.00
63 GENERAL ELEC CO	09/01/2011	03/09/2012	1,198.00	1,026.00	172.00
1. GOOGLE INC	03/04/2011	01/06/2012	653.00	601.00	52.00
7. GRAINGER W W.	01/31/2012	03/09/2012	1,485.00	1,344.00	141.00
48. INTEL CORP	11/10/2011	03/09/2012	1,298.00	1,153.00	145.00
142 INTEL CORP	01/20/2012	07/09/2012	3,694.00	3,489.00	205.00
32. INTERCONTINENTAL EXCHA	03/09/2012	04/04/2012	4,316.00	4,515.00	-199.00
20. I B M CORP	01/04/2012	03/09/2012	4,012.00	3,711.00	301.00
58 INTUIT	05/19/2011	03/09/2012	3,331.00	3,234.00	97.00
.667 KRAFT FOOD GROUP INC	03/09/2012	10/11/2012	30.00	27.00	3.00
37 KRAFT FOOD GROUP INC	03/09/2012	12/03/2012	1,690.00	1,475.00	215.00
47. LEGG MASON INC	04/14/2011	01/26/2012	1,295.00	1,723.00	-428.00
112. LEGG MASON INC	01/20/2012	03/09/2012	3,064.00	3,624.00	-560.00
56. MCDONALD'S CORP	03/09/2012	05/02/2012	5,446.00	5,431.00	15.00

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

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

Schedule D-1 (Form 1041) 2012

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

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

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

WILLIAM A RICHARDSON TRUST U/I

Employer identification number

04-6045863

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 113 MONDELEZ INTERNATIONA	03/09/2012	12/03/2012	2,895.00	2,778.00	117.00
42. NIKE INC. CL B	03/09/2012	10/02/2012	3,988.00	4,591.00	-603.00
56 PARKER HANNIFIN	03/09/2012	12/03/2012	4,511.00	4,958.00	-447.00
10. PHILIP MORRIS INTL INC	08/19/2011	03/09/2012	850.00	694.00	156.00
.5 PHILLIPS 66	03/09/2012	05/08/2012	15.00	18.00	-3.00
28 PHILLIPS 66	03/09/2012	06/04/2012	824.00	998.00	-174.00
9. PLAINS EXPL'N & PROD	03/09/2011	01/20/2012	339.00	309.00	30.00
51. PLAINS EXPL'N & PROD	03/09/2011	03/09/2012	2,365.00	1,749.00	616.00
45 QLIK TECHNOLOGIES	06/23/2011	01/05/2012	1,027.00	1,489.00	-462.00
32. QUALCOMM INC	09/22/2011	03/09/2012	2,043.00	1,635.00	408.00
10. RED HAT INC	07/07/2011	01/20/2012	462.00	468.00	-6.00
62 RED HAT INC	09/01/2011	03/09/2012	3,137.00	2,672.00	465.00
9. SPX CORPORATION	05/05/2011	01/20/2012	603.00	745.00	-142.00
36 SPX CORPORATION	07/14/2011	01/24/2012	2,442.00	2,961.00	-519.00
10. SALESFORCE.COM	06/23/2011	01/04/2012	974.00	1,435.00	-461.00
76. SUNTRUST BANKS	02/02/2012	03/09/2012	1,712.00	1,876.00	-164.00
88 TJX COMPANIES INC	03/09/2012	07/09/2012	3,925.00	2,927.00	998.00
86. THERMO FISHER SCIENTIF	01/20/2012	03/09/2012	4,860.00	4,646.00	214.00
17. UNION PACIFIC CORP	01/24/2012	03/09/2012	1,834.00	1,893.00	-59.00
6. UNITED TECHNOLOGIES COR	08/09/2011	03/09/2012	502.00	420.00	82.00
9. VISA, INC	03/09/2012	12/03/2012	1,340.00	1,058.00	282.00
21. VMWARE, INC.	06/23/2011	01/05/2012	1,715.00	2,010.00	-295.00
23. VMWARE, INC	08/25/2011	03/09/2012	2,310.00	1,855.00	455.00
47. WAL-MART STORES INC	02/07/2012	03/09/2012	2,822.00	2,905.00	-83.00

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

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

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
WILLIAM A. RICHARDSON TRUST U/I Employer identification number
04-6045863

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 38. ABBOTT LABORATORIES IN	04/20/2010	03/09/2012	2,195.00	2,031.00	164.00
19. APACHE CORP	01/15/2010	03/09/2012	2,051.00	2,011.00	40.00
1. APPLE	02/12/2010	01/20/2012	421.00	201.00	220.00
1. APPLE	02/12/2010	02/09/2012	495.00	201.00	294.00
5. APPLE	05/21/2010	07/09/2012	3,064.00	1,163.00	1,901.00
44 CVS CORP.	12/16/2008	01/19/2012	1,893.00	1,734.00	159.00
88. CVS CORP.	09/16/2010	03/09/2012	3,988.00	2,597.00	1,391.00
53. CHEVRON CORP	09/16/2010	03/09/2012	5,830.00	4,091.00	1,739.00
52. COACH, INC.	02/09/2010	03/09/2012	4,012.00	1,715.00	2,297.00
41. COLGATE PALMOLIVE CO	11/04/2010	03/09/2012	3,837.00	3,409.00	428.00
33. COSTCO WHOLESALE CORP,	01/25/2011	02/07/2012	2,791.00	2,385.00	406.00
45. DIRECTV	02/25/2011	03/09/2012	2,112.00	2,071.00	41.00
80. EXELON CORP	09/16/2010	03/09/2012	3,079.00	3,754.00	-675.00
28. FORD MOTOR CO	01/15/2010	01/20/2012	349.00	326.00	23.00
214. FORD MOTOR CO	05/14/2010	03/09/2012	2,695.00	2,558.00	137.00
56. FORD MOTOR CO	02/23/2011	03/09/2012	705.00	819.00	-114.00
13. FREEPORT-MCMORAN COPPE INC.	05/11/2010	01/20/2012	561.00	421.00	140.00
3 FREEPORT-MCMORAN COPPER INC.	05/11/2010	01/26/2012	141.00	106.00	35.00
27. FREEPORT-MCMORAN COPPE INC	02/22/2011	03/09/2012	1,067.00	1,382.00	-315.00
36. FREEPORT-MCMORAN COPPE INC.	05/11/2010	03/09/2012	1,422.00	1,271.00	151.00
37 GENERAL ELEC CO	10/20/2009	01/20/2012	706.00	583.00	123.00
206. GENERAL ELEC CO	05/27/2010	03/09/2012	3,918.00	3,443.00	475.00
1. GOOGLE INC	03/15/2010	01/06/2012	653.00	559.00	94.00
20. HALLIBURTON CO	05/14/2010	03/09/2012	703.00	587.00	116.00
100 J P MORGAN CHASE & CO	04/15/2010	03/09/2012	4,105.00	4,094.00	11.00

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

