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

2012

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.

Open to public inspection

For calendar year 2012 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	Room/suite	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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ▶ \$ 591,088.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			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	15,438.	15,438.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	26,816.			
b Gross sales price for all assets on line 6a	255,078.			
7 Capital gain net income (from Part IV, line 2)		26,816.		
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	42,258.	42,258.		
13 Compensation of officers, directors, trustees, etc	4,547.	4,547.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	1,434.	0.		1,434.
b Accounting fees	1,100.	0.		1,100.
c Other professional fees	680.	0.		680.
17 Interest				
18 Taxes	1,202.	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	8,963.	4,547.		3,214.
25 Contributions, gifts, grants paid	36,550.			36,550.
26 Total expenses and disbursements. Add lines 24 and 25	45,513.	4,547.		39,764.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,255.			
b Net investment income (if negative, enter -0-)		37,711.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	34,003.	17,950.	17,950.
	3 Accounts receivable ▶ 76.			
	Less: allowance for doubtful accounts ▶	821.	76.	76.
	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	403,178.	401,323.	462,792.
	c Investments - corporate bonds STMT 8	87,772.	103,391.	107,205.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	3,025.	2,804.	3,065.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	528,799.	525,544.	591,088.	
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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	528,799.	525,544.	
	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	528,799.	525,544.		
31 Total liabilities and net assets/fund balances	528,799.	525,544.		

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	528,799.
2 Enter amount from Part I, line 27a	2	-3,255.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	525,544.
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	525,544.

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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 71,466.		68,711.	2,755.
b 178,614.		159,551.	19,063.
c 4,998.			4,998.
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			2,755.
b			19,063.
c			4,998.
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	26,816.
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 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))
2011	25,158.	615,305.	.040887
2010	37,679.	593,494.	.063487
2009	24,636.	536,390.	.045929
2008	25,962.	677,544.	.038318
2007	41,857.	772,312.	.054197

2 Total of line 1, column (d)	2	.242818
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	.048564
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	597,692.
5 Multiply line 4 by line 3	5	29,026.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	377.
7 Add lines 5 and 6	7	29,403.
8 Enter qualifying distributions from Part XII, line 4	8	39,764.

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.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	377.
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	377.
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	377.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	600.
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	600.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	223.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 223. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
<i>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.</i>		
1c		X
d		
(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e		
Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2		X
<i>If "Yes," attach a detailed description of the activities.</i>		
3		X
<i>If "Yes," attach a conformed copy of the changes</i>		
4a		X
4b		
N/A		
5		X
<i>If "Yes," attach the statement required by General Instruction T</i>		
6	X	
7	X	
<i>If "Yes," complete Part II, col (c), and Part XV</i>		
8a		
TN		
8b	X	
9		X
10		X

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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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► EQUITABLE TRUST CO. SUC TTEE 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 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	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.

		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 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? <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 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.) 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 2012?	4b	X

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

N/A

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		4,547.	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.

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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	574,362.
b	Average of monthly cash balances	1b	32,432.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	606,794.
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	606,794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,102.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	597,692.
6	Minimum investment return. Enter 5% of line 5	6	29,885.

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	29,885.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	377.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	377.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,508.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	29,508.
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	29,508.

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	39,764.
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	39,764.
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	377.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	39,387.

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.

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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				29,508.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	5,842.			
e From 2011				
f Total of lines 3a through e	5,842.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 39,764.				
a Applied to 2011, 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 2012 distributable amount				29,508.
e Remaining amount distributed out of corpus	10,256.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,098.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	16,098.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	5,842.			
d Excess from 2011				
e Excess from 2012	10,256.			

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 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)

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

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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:
-

THE RICHARDSON FOUNDATION
EQUITABLE TRUST CO. SUC. TTEE

Form 990-PF (2012)

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	2,000.
CUMBERLAND HEIGHTS 1315 CENTRAL COURT HERMITAGE, TN 37076	NONE		CHARITABLE	5,050.
DISCOVERY PLACE, INC 1635 SPENCER MILL ROAD BURNS, TN	NONE		CHARITABLE	2,400.
FAMILY AND CHILDREN'S SERVICES, INC. 201 23RD AVENUE NORTH NASHVILLE, TN 37203	NONE		CHARITABLE	2,400.
FLORIDA KEYS SOCIETY FOR PREVENTION OF CRUELTY TO ANIMALS 5230 COLLEGE ROAD KEY WEST, FL 33040	NONE		CHARITABLE	6,600.
Total	SEE CONTINUATION SHEET(S)			36,550.
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	20,436.	4,998.	15,438.
TOTAL TO FM 990-PF, PART I, LN 4	20,436.	4,998.	15,438.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,434.	0.		1,434.
TO FM 990-PF, PG 1, LN 16A	1,434.	0.		1,434.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,100.	0.		1,100.
TO FORM 990-PF, PG 1, LN 16B	1,100.	0.		1,100.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	680.	0.		680.
TO FORM 990-PF, PG 1, LN 16C	680.	0.		680.

FORM 990-PF	TAXES	STATEMENT	6
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	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	1,202.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,202.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (SEE ATTACHED SCHEDULE)	397,803.	457,794.
CORPORATE STOCK (SEE ATTACHED SCHEDULE)	3,520.	4,998.
TOTAL TO FORM 990-PF, PART II, LINE 10B	401,323.	462,792.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE ATTACHED SCHEDULE)	103,391.	107,205.
TOTAL TO FORM 990-PF, PART II, LINE 10C	103,391.	107,205.

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

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	Arvin Meritor Inc 10.625% 03/15/18	04/12/2012	P	07/18/2012	Short	1,045.00	1,088.75	-43.75
1,000	Arvin Meritor Inc 10.625% 03/15/18	04/12/2012	P	07/27/2012	Short	1,040.00	1,088.75	-48.75
1,000	B&G Foods Inc 7.625% 01/15/18	07/27/2011	P	04/17/2012	Short	1,078.75	1,075.00	3.75
3,000	Donnelley & Sons 8.600% 08/15/16	10/18/2011	P	03/26/2012	Short	3,180.00	2,917.50	262.50
De minimus rule applies, Discount Market: 7.49 De minimus value: 37.50. No Discount applied.								
2,000	Equinix Inc 8.125% 03/01/18	08/25/2011	P	01/26/2012	Short	2,250.00	2,092.50	157.50
1,658.687	Federated Strategic Value Dividend Instl	09/29/2011	P	02/28/2012	Short	8,061.22	7,530.44	530.78
5,542.959	Federated Strategic Value Dividend Instl	10/11/2011	P	02/28/2012	Short	26,938.78	25,608.47	1,330.31
1,951.844	First Eagle High Yield Instl	07/16/2012	P	11/26/2012	Short	19,401.33	19,050.00	351.33
2,000	Intl Lease Finance Corp 8.625% 09/15/15	09/30/2011	P	04/05/2012	Short	2,175.00	1,990.00	185.00
De minimus rule applies, Discount Market: 1.30 De minimus value: 20.00. No Discount applied.								
3,000	RR Donnelly & Sons Co 8.250% 03/15/19	03/26/2012	P	12/18/2012	Short	3,056.25	3,015.00	41.25
3,000	Seagate HDD Cayman 6.875% 05/01/20	05/07/2012	P	07/13/2012	Short	3,240.00	3,255.00	-15.00
1,244.410	American Airlines Inc 13.845% 08/01/16	05/11/2010	P	02/13/2012	Long	1,331.51	1,407.75	-76.24
117.360	American Airlines Inc 13.845% 08/01/16	05/11/2010	P	02/01/2012	Long	117.36	132.76	-15.40
129.230	American Airlines Inc 13.845% 08/01/16	05/11/2010	P	02/13/2012	Long	138.28	146.19	-7.91
2,000	B&G Foods Inc 7.625% 01/15/18	04/29/2010	P	04/12/2012	Long	2,157.50	2,065.00	92.50
561.010	BlackRock US Opportunities Instl	08/28/2008	P	07/31/2012	Long	19,596.08	20,000.00	-403.92
10	Citigroup Capital XII Pfd	05/16/2011	P	07/18/2012	Long	250.00	265.00	-15.00
115	Citigroup Capital XII Pfd	05/16/2011	P	07/18/2012	Long	2,875.00	3,052.42	-177.42
3,000	Citizens Communications Co 7.125% 03/15/19	05/21/2010	P	06/28/2012	Long	3,030.00	2,760.00	270.00
De minimus rule applies, Discount Market: 57.32 De minimus value: 67.50. No Discount applied.								
3,000	Community Health Systems Sr 8.875% 07/15/15	09/30/2008	P	02/22/2012	Long	3,135.00	2,880.00	194.98
* * * The Above Asset Has Discount Market Income Of 60.02 Which Is Not Treated As A Gain * * *								
2,000	Energy Future Intermedia 9.750% 10/15/19	12/09/2010	P	12/13/2012	Long	2,190.00	2,052.50	137.50
1,000	FerrellGas Partners LP 8.625% 06/15/20	03/31/2010	P	02/15/2012	Long	882.50	1,010.00	-127.50

Tax Worksheet

(01/01/2012 to 12/31/2012)

Tax ID : 62-1179433

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 IN 37024-1869

2,000 PetrolGas Partners LP 8.625% 06/15/20	04/29/2010 P 02/15/2012 Long	1,765.00	2,030.00	-265.00
1,862.745 Guggenheim Mid Cap Value Inst	04/17/2009 P 07/25/2012 Long	18,906.86	15,200.00	3,706.86
2,000 HCA Inc 7.500% 02/15/22	10/17/2011 P 12/05/2012 Long	2,290.00	1,940.00	350.00
De minimus rule applies, Discount Market: 6.60 De minimus value: 55.00. No Discount applied.				
2,000 HCA Inc 7.875% 02/15/20	02/02/2011 P 04/30/2012 Long	2,225.00	2,195.00	30.00
733.007 Invesco Small Cap Discovery Y	12/08/2008 P 12/04/2012 Long	8,253.66	5,380.27	2,873.39
679.348 Invesco Small Cap Discovery Y	04/24/2009 P 12/04/2012 Long	7,649.46	5,000.00	2,649.46
3,000 Iron Mountain Inc 8.000% 06/15/20	01/28/2010 P 10/17/2012 Long	3,195.00	3,056.25	138.75
658.839 Keesley Small Value Instl	04/24/2009 P 08/09/2012 Long	17,090.28	10,100.00	6,990.28
1,000 Moog Inc 7.250% 06/15/18	12/10/2009 P 04/17/2012 Long	1,065.00	973.75	91.25
De minimus rule applies, Discount Market: 7.25 De minimus value: 22.50. No Discount applied.				
2,000 Moog Inc 7.250% 06/15/18	12/10/2009 P 04/13/2012 Long	2,130.00	1,947.50	182.50
De minimus rule applies, Discount Market: 14.44 De minimus value: 45.00. No Discount applied.				
3,000 NRG Energy Inc 8.500% 06/15/19	01/12/2011 P 12/14/2012 Long	3,326.25	3,123.75	202.50
2,500 Principal High Yield Instl	09/22/2010 P 07/16/2012 Long	19,050.00	20,000.00	-950.00
2,000 Select Medical Corp 7.625% 02/01/15	06/09/2010 P 05/10/2012 Long	2,030.00	1,885.00	97.52
* * * The Above Asset Has Discount Market Income Of 47.48 Which Is Not Treated As A Gain * * *				
1,000 United Rentals NA 10.875% 06/15/16	06/07/2010 P 03/26/2012 Long	1,135.00	1,067.50	67.50
217.040 US Airways Pass-Thru 8.360% 01/20/19	05/03/2010 P 07/20/2012 Long	217.04	220.57	-3.53
3,438.160 Vanguard Short Term Investment Grade Adm	08/07/2009 P 11/26/2012 Long	37,372.80	35,584.96	1,787.84
795.860 Yacktman Fund	06/14/2011 P 12/05/2012 Long	15,209.06	13,967.50	1,241.56
		250,379.97		21,817.39

	Proceeds	Basis	Gain/Loss
Short Term Sales	\$ 71,466.33	\$ 68,711.41	\$ 2,754.92
Long Term Sales	\$ 178,613.64	\$ 159,551.49	\$ 19,062.15

990-PF PAGE 2, PART II
ATTACHMENT

EQUITABLE TRUST

December 01, 2012 To December 31, 2012

Account No : 20130

Account Name : SUC TUA The Richardson Foundation

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
Money Market Funds								
17,950.09	Northern Trust Inst Govt Portfolio	100.000	17,950.09	17,950.09	0.00	3.04%	1.80	0.01%
* * Sub Total * *			17,950.09	17,950.09	0.00	3.04%	1.80	0.01%
Pass-Thru Securities								
2,786.64	US Airways Pass-Thru	110.000	2,804.26	3,065.30	261.04	0.52%	232.96	7.60%
* * Sub Total * *			2,804.26	3,065.30	261.04	0.52%	232.96	7.60%
Corporate Bonds/High Yield								
3,000	Ferrelgas LP	108.250	3,138.75	3,247.50	108.75	0.55%	273.75	8.43%
3,000	AES Corp	115.500	3,187.50	3,465.00	277.50	0.59%	240.00	6.93%
3,000	NRG Energy Inc	111.000	3,367.50	3,330.00	-37.50	0.56%	228.75	6.87%
3,000	Lamar Media Corp	110.500	3,183.75	3,315.00	131.25	0.56%	236.25	7.13%
3,000	RR Donnelley & Sons Co	96.500	2,917.50	2,895.00	-22.50	0.49%	217.50	7.51%
3,000	Tenneco Inc	108.500	3,135.00	3,255.00	120.00	0.55%	232.50	7.14%
3,000	Cott Beverages Inc	110.500	3,165.00	3,315.00	150.00	0.56%	243.75	7.35%
2,000	Graphic Packaging Intl	110.500	2,185.00	2,210.00	25.00	0.37%	157.50	7.13%
2,000	Avis Budget Car Rental	110.500	2,120.00	2,210.00	90.00	0.37%	165.00	7.47%
2,000	CCO Holdings LLC	107.875	2,000.00	2,157.50	157.50	0.37%	140.00	6.49%
3,000	Polymer Group Inc	107.250	3,240.00	3,217.50	-22.50	0.54%	232.50	7.23%
2,000	Forest Oil Corp	100.500	2,030.00	2,010.00	-20.00	0.34%	145.00	7.21%
3,000	Mediacom LLC	110.750	3,210.00	3,322.50	112.50	0.56%	273.75	8.24%
3,000	CHS/Community Health System	108.250	3,063.75	3,247.50	183.75	0.55%	240.00	7.39%
2,000	United Rentals NA	114.000	2,215.00	2,280.00	65.00	0.39%	185.00	8.11%
2,000	Ford Motor Credit	128.138	1,982.50	2,562.75	580.25	0.43%	162.50	6.34%
3,000	Teekay Corp	105.500	3,127.50	3,165.00	37.50	0.54%	255.00	8.06%

EQUITABLE Trust

December 01, 2012 To December 31, 2012

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
3,000	Denbury Resource	112.500	3,187.50	3,375.00	187.50	0.57%	247.50	7.33%
3,000	Suburban Propane Partners	108.250	3,000.00	3,247.50	247.50	0.55%	221.25	6.81%
2,000	Cablevision Systems Corp	112.625	2,130.00	2,252.50	122.50	0.38%	160.00	7.10%
4,000	Arch Coal Inc	92.750	4,190.00	3,710.00	-480.00	0.63%	290.00	7.82%
2,000	BE Aerospace Inc	111.250	2,110.00	2,225.00	115.00	0.38%	137.50	6.18%
4,000	Davita Inc	108.750	4,075.00	4,350.00	275.00	0.74%	265.00	6.09%
3,000	Hertz Corp	110.000	3,210.00	3,300.00	90.00	0.56%	221.25	6.70%
3,000	Chesapeake Energy Corp	103.750	2,925.00	3,112.50	187.50	0.53%	183.75	5.90%
3,000	HCA Holdings Inc	102.500	3,097.50	3,075.00	-22.50	0.52%	187.50	6.10%
3,000	Frontier Communications	117.250	3,225.00	3,517.50	292.50	0.60%	277.50	7.89%
3,000	Intl Lease Finance	123.500	3,330.00	3,705.00	375.00	0.63%	258.75	6.98%
2,000	Amerigas Finance LLC	111.250	2,060.00	2,225.00	165.00	0.38%	140.00	6.29%
3,000	Range Resources	104.500	3,112.50	3,135.00	22.50	0.53%	150.00	4.78%
2,000	Healthsouth Corp	109.625	2,122.50	2,192.50	70.00	0.37%	155.00	7.07%
2,000	CCO Holdings LLC	101.250	1,990.00	2,025.00	35.00	0.34%	105.00	5.19%
4,000	Constellation Brands Inc	104.500	4,080.00	4,180.00	100.00	0.71%	185.00	4.43%
3,000	Iron Mountain Inc	101.250	3,015.00	3,037.50	22.50	0.51%	172.50	5.68%
3,000	Peabody Energy Corp	108.000	3,300.00	3,240.00	-60.00	0.55%	236.25	7.29%
2,000	Qwest Cap Fdg Inc	104.738	1,962.50	2,094.76	132.26	0.35%	155.00	7.40%
	** Sub Total **		103,391.25	107,205.01	3,813.76	18.15%	7,377.50	6.88%
	Preferred Stock - Investment G							
200	Merrill Lynch Pfd Cap Tr	24.990	3,520.00	4,998.00	1,478.00	0.85%	350.00	7.00%
	** Sub Total **		3,520.00	4,998.00	1,478.00	0.85%	350.00	7.00%
	Large Cap Funds							

EQUITABLE Trust

December 01, 2012 To December 31, 2012

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
7,360.167	BBH Core Select N	17.350	126,000.00	127,698.90	1,698.90	21.61%	708.05	0.55%
8,863.587	Federated Strategic Value Dividend Instl	4.990	40,088.23	44,229.30	4,141.07	7.48%	1,762.08	3.98%
3,816.092	Lazard US Equity Concentrated Instl	10.710	37,000.00	40,870.35	3,870.35	6.92%	639.96	1.57%
	* * Sub Total * *		203,088.23	212,798.55	9,710.32	36.01%	3,110.09	1.46%
	International Funds							
1,470.725	First Eagle Overseas Instl	22.360	17,810.48	32,885.41	15,074.93	5.56%	454.45	1.38%
1,113.486	Lazard Emerging Markets Equity Instl	19.540	20,000.00	21,757.52	1,757.52	3.68%	396.74	1.82%
	* * Sub Total * *		37,810.48	54,642.93	16,832.45	9.24%	851.19	1.56%
	Multi Strategy Funds							
551.333	First Eagle Global Instl	48.760	18,861.10	26,883.00	8,021.90	4.55%	348.99	1.30%
2,032.52	Gabelli ABC Advisor	9.890	20,000.00	20,101.62	101.62	3.40%	0.00	0.00%
1,261.034	IVA Worldwide Instl	15.900	20,000.00	20,050.44	50.44	3.39%	433.54	2.16%
690.989	Permanent Portfolio	48.640	32,146.91	33,609.70	1,462.79	5.69%	186.57	0.56%
1,282.874	TFS Market Neutral	15.620	20,000.00	20,038.49	38.49	3.39%	0.00	0.00%
	* * Sub Total * *		111,008.01	120,683.25	9,675.24	20.42%	969.10	0.80%
	Gold Bullion Funds							
430	SPDR Gold Shares	162.020	45,896.98	69,668.77	23,771.79	11.79%	0.00	0.00%
	* * Sub Total * *		45,896.98	69,668.77	23,771.79	11.79%	0.00	0.00%
	* * Grand Total * *		525,469.30	591,011.90	65,542.60		12,892.64	2.18%
	Principal Cash .		-155,422.85					
	Income Cash :	155,422.85						
	Invested Income :						0.00	