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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

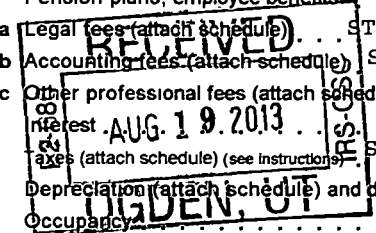
Open to Public Inspection

For calendar year 2012 or tax year beginning _____, **2012, and ending** _____, **20**

Name of foundation SID RICHARDSON MEMORIAL FUND		A Employer identification number 75-1220266
Number and street (or P O box number if mail is not delivered to street address) 309 MAIN STREET		B Telephone number (see instructions) (817) 336-0494
Room/suite		
City or town, state, and ZIP code FORT WORTH, TX 76102		
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		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,855,304.		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	113,620.	113,620.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	127,800.			
b Gross sales price for all assets on line 6a	343,833.			
7 Capital gain net income (from Part IV, line 2)		127,800.		
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	45.	45.		
12 Total. Add lines 1 through 11	241,465.	241,465.		
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	198.			198.
b Accounting fees (attach schedule) STMT 3	18,675.	4,669.		13,706.
c Other professional fees (attach schedule) STMT 4	43,352.	24,337.		19,015.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	20,172.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	560.			560.
22 Printing and publications	13,452.			13,452.
23 Other expenses (attach schedule) STMT 6	28,241.	6,251.		21,152.
24 Total operating and administrative expenses. Add lines 13 through 23	126,525.	35,257.		69,958.
25 Contributions, gifts, grants paid	284,500.			268,750.
26 Total expenses and disbursements. Add lines 24 and 25	411,025.	35,257.		338,708.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-169,560.			
b Net investment income (if negative, enter -0-)		206,208.		
c Adjusted net income (if negative, enter -0-)				

SCANNED AUG 22 2013 Revenue Operating and Administrative Expenses



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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	7,007.	6,855.	6,855.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 4,906.			
		Less allowance for doubtful accounts ▶	4,598.	4,906.	4,906.
	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	5,356,220.	6,653,405.	6,653,405.
	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) STMT 8	872,155.	190,138.	190,138.	
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)	6,239,980.	6,855,304.	6,855,304.	
Liabilities	17	Accounts payable and accrued expenses		400.	
	18	Grants payable	129,750.	145,500.	
	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 TAXES PAYABLE)	79,066.	45,388.	
23	Total liabilities (add lines 17 through 22)	208,816.	191,288.		
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	6,031,164.	6,664,016.	
	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)	6,031,164.	6,664,016.		
31	Total liabilities and net assets/fund balances (see instructions)	6,239,980.	6,855,304.		

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	6,031,164.
2	Enter amount from Part I, line 27a	2	-169,560.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	802,412.
4	Add lines 1, 2, and 3	4	6,664,016.
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	6,664,016.

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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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	127,800.	
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	-1,851.	

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	329,252.	6,189,821.	0.053192
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
2 Total of line 1, column (d)			2 0.270357
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 0.054071
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 6,570,730.
5 Multiply line 4 by line 3			5 355,286.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,062.
7 Add lines 5 and 6			7 357,348.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 338,708.

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 'Total credits and payments'. Values include 4,124 and 4,513.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns with 'X' marks.

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? 13 X
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 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? 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 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 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 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
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)? **6b** X

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 **6b** X

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 **7b**

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

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

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

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	6,326,987.
b	Average of monthly cash balances	1b	10,466.
c	Fair market value of all other assets (see instructions)	1c	333,339.
d	Total (add lines 1a, b, and c)	1d	6,670,792.
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	6,670,792.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,062.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,570,730.
6	Minimum investment return. Enter 5% of line 5	6	328,537.

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	328,537.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,124.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,124.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	324,413.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	324,413.
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	324,413.

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	338,708.
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	338,708.
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	338,708.

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				324,413.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			144,954.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>338,708.</u>				
a Applied to 2011, but not more than line 2a			144,954.	
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 2012 distributable amount				193,754.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				130,659.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

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

Table with 5 columns: Tax year (a) 2012, Prior 3 years (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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
SEE STATEMENT 9

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

LETTER: INCLUDE STUDENT'S NAME, PHONE OR EMAIL, EMPLOYEE'S NAME, PLACE OF EMPLOYMENT, DATES OF SERVICE, RELATIONSHIP TO STUDENT

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 <i>Paid during the year</i> SEE STMT: PART XV-3A	NONE	N/A	SCHOLARSHIPS	268,750.
Total ▶ 3a				268,750.
b <i>Approved for future payment</i> SEE STMT: PART XV-3B	NONE	N/A	SCHOLARSHIPS	145,500.
Total ▶ 3b				145,500.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets. b Other transactions: (1) Sales of assets, (2) Purchases of assets, (3) Rental of facilities, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with or related to one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Cindy [Signature], Date: 8/12/13, Title: Treasurer.

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name: SARA M. MERCER, Preparer's signature: Sara M. Mercer, Date: 8/7/2013, Firm's name: KPMG LLP, Firm's address: 210 PARK AVE., SUITE 2850 OKLAHOMA CITY, OK 73102, Firm's EIN: 13-5565207, Phone no: 405-239-6411.

SID RICHARDSON MEMORIAL FUND
75-1220268
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

STATEMENTS 1-6

	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
STATEMENT 1:			
OTHER INCOME:			
Litigation proceeds	44.92	44.92	0 00
Total - Part I, Line 11	<u>44 92</u>	<u>44 92</u>	<u>0 00</u>
STATEMENT 2:			
LEGAL FEES			
Kelly Hart & Hallman	198.00	0 00	198 00
Total - Part I, Line 16a	<u>198.00</u>	<u>0 00</u>	<u>198 00</u>
STATEMENT 3:			
ACCOUNTING FEES			
KPMG LLP	18,675 00	4,668 75	13,706 25
Total - Part I, Line 16b	<u>18,675 00</u>	<u>4,668 75</u>	<u>13,706.25</u>
STATEMENT 4:			
OTHER PROFESSIONAL FEES:			
JP Morgan Chase Bank	2,908 89	2,908 89	0 00
Luther King Capital Management	21,428 00	21,428 00	0 00
H. Barry Bailey	6,000 00	0 00	6,000 00
William E. Tucker	6,000.00	0 00	6,000 00
Geoffrey C. Butler	6,000 00	0 00	6,000 00
Lawrence & Associates	1,015 00	0 00	1,015 00
Total - Part I, Line 16c	<u>43,351 89</u>	<u>24,336 89</u>	<u>19,015 00</u>
STATEMENT 5:			
TAXES			
Federal Excise Tax	4,124 17	0 00	0 00
Deferred Taxes	16,048 24	0 00	0 00
Total - Part I, Line 18	<u>20,172 41</u>	<u>0 00</u>	<u>0 00</u>
STATEMENT 6:			
OTHER EXPENSES			
Miscellaneous Expense	1,681 30	1 34	841 99
Supplies Expense	1,560 13	0 00	1,560 13
Administrative Expense	25,000.00	6,250 00	18,750 00
Total - Part I, Line 23	<u>28,241 43</u>	<u>6,251 34</u>	<u>21,152 12</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

STATEMENT 7: STOCKS

# of Shares	Description	Market Value
2,000	Abbott Laboratories	131,000.00
2,380	Adobe Systems Inc	89,678.40
700	Allergan Inc	64,211.00
280	Amazon Com Inc	70,243.60
800	Amgen Inc	68,960.00
235	Apple Inc	125,060.66
2,000	AT&T Inc	67,420.00
2,000	Ball Corp	89,500.00
4,000	Cabot Oil & Gas Corp	198,960.00
4,000	Coca Cola Co	145,000.00
2,100	Comerica Inc	63,714.00
1,100	Covidien PLC	63,514.00
3,000	Cullen Frost Bankers Inc	162,810.00
2,600	Danaher Corp	145,340.00
2,000	Dentsply International Inc	79,220.00
2,800	E I Du Pont de Nemours & Co	125,941.20
6,000	EMC Corp	151,800.00
1,450	Eli Lilly & Co	71,514.00
2,000	Emerson Electric Co	105,920.00
1,500	Exxon Mobil Corp	129,825.00
3,000	FMC Corp	175,560.00
1,400	Franklin Electric Inc	86,843.40
130	Google Inc	91,959.40
2,000	Hancock Holding Co	63,460.00
2,500	Honeywell International Inc	158,675.00
1,800	IBM Corp	344,790.00
5,500	Jarden Corp	284,350.00
1,000	Johnson & Johnson	70,100.00
1,500	Kimberly Clark Corp	126,645.00
2,500	Kirby Co	154,725.00
890	Martin Marietta Materials Inc	83,909.20
3,500	Microsoft Corp	93,485.00
1,300	Monsanto Co	123,045.00
2,000	National Instruments Corp	51,620.00
1,400	Newmont Mining Corp	65,016.00
1,000	Northern Trust Corp	50,160.00
3,100	Nuance Communications Inc	69,192.00
1,300	Pall Corp	78,338.00
1,500	Pepsico Inc	102,645.00
3,000	Perkinelmer Inc	95,220.00
3,000	Petsmart Inc	205,020.00
5,000	Pfizer Inc	125,395.00
2,000	Procter & Gamble Co	135,780.00

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

STATEMENT 7: STOCKS

1,200	Range Resources Corp	75,396.00
2,000	Rockwell Collins	116,340.00
1,050	Roper Industries Inc	117,054.00
2,688	Thermo Fisher Scientific Inc	171,440.64
1,833	Time Warner Inc	87,672.39
1,000	Tractor Supply Co	88,360.00
2,200	Trimble Navigation LTD	131,516.00
850	Union Pacific Corp	106,862.00
4,000	US Bancorp Del	127,760.00
610	VF Corp	92,091.70
1,720	Verizon Communications Inc	74,424.40
1,350	Walgreen Co	49,963.50
1,620	Waste Connections Inc	54,739.80
4,000	Waste Management Inc	134,960.00
7,000	Wells Fargo & Co.	239,260.00
<u>126,386</u>	Total	<u>6,653,405.29</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

STATEMENT 8: OTHER INVESTMENTS

	Ending Book Value	Ending Market Value
JP Morgan US Government Money Market	<u>190,137.86</u>	<u>190,137.86</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

PART IV

	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>GROSS SALES PRICE</u>	<u>COST OR OTHER BASIS</u>	<u>GAIN/(LOSS)</u>
SHORT-TERM GAIN/(LOSS)					
STOCKS	1/5/2012	7/5/2012	48,547.18	50,398.48	(1,851.30)
LONG-TERM GAIN/(LOSS)					
STOCKS	VARIOUS	VARIOUS	295,285.56	165,634.18	129,651.38
			<u>343,832.74</u>	<u>216,032.66</u>	<u>127,800.08</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

PART VIII-1 (LIST OF OFFICERS)

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

**SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012**

STATEMENT 9

Name, address and phone number for applications:

Shanda Ranelle
309 Main Street
Fort Worth, TX 76102
(817) 336-0494
sranelle@sidrichardson.org

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

PART XV-3A (SCHOLARSHIPS PAID)

NAME	ADDRESS	PURPOSE	AMOUNT
Barbn, Kathryn	10 Shoff Ct	Mechanicsburg, PA 17055	Scholarship 4,000 00
Bartlett, Sarah	7800 NCR 35	Big Spring, TX 79720	Scholarship 2,500.00
Benton, James	2521 Gulf Avenue	Midland, TX 79705-8404	Scholarship 5,500 00
Blankenship, Randy	434 Atherton Drive	Metairie, LA 70005	Scholarship 9,000.00
Boone, Brittany	P O. Box 2102	Rockport, TX 78381	Scholarship 3,000 00
Boudreaux, Jennifer	5012 Rye Street	Metairie, LA 70006	Scholarship 5,000.00
Break, Patrick	1601 Edge Hill Rd.	Benbrook, TX 76126	Scholarship 2,500 00
Browning, Rachel	7903 Heathrow Lane	Spring, TX 77379	Scholarship 5,500 00
Browning, William	7903 Heathrow Lane	Spring, TX 77379	Scholarship 6,000.00
Cannell, James	6453 FM 1162 Rd	El Campo, TX 77437	Scholarship 1,500 00
Carnzales, Vanessa	7800 Swale Ct.	Burleson, TX 76028	Scholarship 4,000.00
Carter, Kalie	925 East Waco	Kermit, TX 79745	Scholarship 4,500.00
Carter, Kassie	925 East Waco	Kermit, TX 79745	Scholarship 2,000 00
Claypool, John	3041 Bon Air Avenue	Louisville, KY 40205	Scholarship 7,000.00
Cochran, Kyle	4159 Inman Ct.	Ft Worth, TX 76109	Scholarship 2,000.00
Das, Anuka	#10 Glenbrook Drive	Borger, TX 79007	Scholarship 5,500 00
Denman, Coby	5620 Phelps Street	The Colony, TX 75056	Scholarship 6,000 00
Fanning, Calvin	636 John Ct.	Burleson, TX 76028	Scholarship 7,500 00
Fierro, Adriana	9813 W 18th Street	Odessa, TX 79763	Scholarship 3,500 00
Fitzgerald, Ginny	8203 Macgregor	Arlington, TX 76002	Scholarship 1,500 00
Flood, Celeste	313 Mustang St	Fritch, TX 79036	Scholarship 6,500 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 6,500 00
Grant, Bryan	6313 Skylark Circle	Ft Worth, TX 76180	Scholarship 2,500.00
Henninger, Charles	28145 Ambar	Mission Viejo, CA 92692	Scholarship 2,500.00
Herman, Laura	7624 Espina Drive	Austin, TX 78739	Scholarship 5,000.00
Hite, Crmson	P O Box 12266	Ft. Worth, TX 76110	Scholarship 3,500 00
Hix, James Morgan	3713 Arborlawn Drive	Ft. Worth, TX 76109	Scholarship 5,500.00
Hix, William	3713 Arborlawn Drive	Ft. Worth, TX 76109	Scholarship 6,500.00
Hodge, MacKenzie	P.O Box 1	Sundown, TX 79372	Scholarship 5,500 00
Hogg, William	1131 Hillcrest	Dallas, TX 75230	Scholarship 6,500.00
Johnson, Jacqueline	P.O Box 2402	Chalmette, LA 70044	Scholarship 2,500 00
Jones, Danielle Brown	6517 93rd Street	Lubbock, TX 79424	Scholarship 6,500.00
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
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 9,000 00
McConnell, Corey	6917 Aspen Wood Trail	Ft Worth, TX 76132	Scholarship 7,000 00
McEnery, Madison	1921 Enchanted Lane	Mansfield, TX 76063	Scholarship 4,500 00
Mori, Samantha	3644 Chateaux Lane	Hurst, TX 76054	Scholarship 2,000 00
Nikiel, Catherine	7958 Kern Ct.	Fort Worth, TX 76137	Scholarship 3,500 00
Odell, Kiefer	201 Bay Hill Drive	Aledo, TX 76008	Scholarship 3,500 00
Offutt, Luke	2 Inwood Peak	San Antonio, TX 78248	Scholarship 2,500.00
Offutt, Michael	2 Inwood Peak	San Antonio, TX 78248	Scholarship 5,500.00
Patel, Jennifer	7504 Sagehill Court	Fort Worth, TX 76123	Scholarship 3,500.00
Quiroga, Allison	P.O. Box 54641	Hurst, TX 76054	Scholarship 2,500.00
Quiroga, Jesus	P O Box 54641	Hurst, TX 76054	Scholarship 3,000 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 4,750 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 5,000 00

**SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012**

PART XV-3A (SCHOLARSHIPS PAID)

Reynolds, Christopher	3201 Kaliste Saloom #249	Lafayette, LA 70508	Scholarship	2,500.00
Richardson, Tyler	P.O Box 112	Kermit, TX 79745-0112	Scholarship	2,500.00
Rodgers, Toby	2711 Williams Rd	Big Spring, TX 79720	Scholarship	2,500 00
Rupard, Reagan	301 Colorado	Big Spring, TX 79720	Scholarship	4,500 00
Sims, Dustin	3201 Duval Rd Apt. 328	Austin, TX 78759	Scholarship	3,500 00
Spence, Laura	1301 Richie Road	Big Spring, TX 79720	Scholarship	5,000.00
Stevenson, Christne	2610 Sunlight Drive	Arlington, TX 76006	Scholarship	6,000 00
Tabony, Jade	214 Thurston Avenue	Ithaca, NY 14850	Scholarship	2,500.00
Tabony, Janae	Hampshire CollegeBox 957 893 West St	Amherst, MA 01002	Scholarship	3,500 00
Taylor, William	7105 Big Bear Lake Dr	Arlington, TX 76016	Scholarship	3,250 00
Thenot, Matthew	15424 Woodmoss Drive	Baton Rouge, LA 70816	Scholarship	6,000 00
Tomlinson, Christn Jane	1950 Arbor Valley Drive	Edmond, OK 73025	Scholarship	5,000 00
Watkins, Taylor Nicole	405 Small St.	Bowe, TX 76230	Scholarship	3,500 00
Total				<u>268,750.00</u>

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

PART XV-3B (SCHOLARSHIPS TO BE PAID)

NAME	ADDRESS	PURPOSE	AMOUNT
Barbin, Kathryn	10 Shoff Ct	Mechanicsburg, PA 17055	Scholarship 4,000 00
Benton, James	2521 Gulf Avenue	Midland, TX 79705-8404	Scholarship 3,000 00
Blankenship, Randy	434 Atherton Drive	Metairie, LA 70005	Scholarship 5,000 00
Boone, Brittany	P O Box 2102	Rockport, TX 78381	Scholarship 3,000 00
Boudreaux, Jennifer	5012 Rye Street	Metairie, LA 70006	Scholarship 2,500 00
Break, Patnck	1601 Edge Hill Rd	Benbrook, TX 76126	Scholarship 2,500 00
Browning, Rachel	7903 Heathrow Lane	Spring, TX 77379	Scholarship 3,000.00
Browning, William	7903 Heathrow Lane	Spring, TX 77379	Scholarship 3,000 00
Carrzales, Vanessa	7800 Swale Ct	Burleson, TX 76028	Scholarship 2,000.00
Carter, Kalie	925 East Waco	Kermt, TX 79745	Scholarship 2,500.00
Claypool, John	3041 Bon Air Avenue	Louisville, KY 40205	Scholarship 4,000 00
Cochran, Kyle	4159 Inman Ct.	Ft Worth, TX 76109	Scholarship 1,000 00
Das, Anuka	#10 Glenbrook Drive	Borger, TX 79007	Scholarship 3,000 00
Denman, Coby	5620 Phelps Street	The Colony, TX 75056	Scholarship 3,000 00
Fanning, Calvin	636 John Ct.	Burleson, TX 76028	Scholarship 4,000 00
Fierro, Adriana	9813 W. 18th Street	Odessa, TX 79763	Scholarship 3,500 00
Fitzgerald, Ginny	8203 Macgregor	Arlington, TX 76002	Scholarship 1,500 00
Flood, Celeste	313 Mustang St	Fritch, TX 79036	Scholarship 3,500 00
Gerstenmaier, David Jr.	9306 S Mooreland Rd	Richmond, VA 23229	Scholarship 3,500 00
Grant, Bryan	6313 Skylark Circle	Ft. Worth, TX 76180	Scholarship 2,500 00
Herman, Laura	7624 Espina Drive	Austin, TX 78739	Scholarship 2,500 00
Hite, Crmson	P O. Box 12266	Ft Worth, TX 76110	Scholarship 1,500 00
Hix, James Morgan	3713 Arborlawn Drive	Ft Worth, TX 76109	Scholarship 3,000 00
Hix, William	3713 Arborlawn Drive	Ft Worth, TX 76109	Scholarship 3,000.00
Hodge, MacKenzie	P O Box 1	Sundown, TX 79372	Scholarship 3,000 00
Hogg, William	1131 Hillcrest	Dallas, TX 75230	Scholarship 3,500 00
Johnson, Jacqueline	P O Box 2402	Chalmette, LA 70044	Scholarship 2,500 00
Jones, Danielle Brown	6517 93rd Street	Lubbock, TX 79424	Scholarship 3,500 00
Mayes, Sarah	3467 Lake Austin Blvd Apt #E	Austin, TX 78703	Scholarship 5,000 00
McConnell, Corey	6917 Aspen Wood Trail	Ft Worth, TX 76132	Scholarship 3,500 00
McEnery, Madison	1921 Enchanted Lane	Mansfield, TX 76063	Scholarship 2,500 00
Mori, Samantha	3644 Chateaux Lane	Hurst, TX 76054	Scholarship 2,000 00
Nikiel, Catherine	7958 Kern Ct.	Fort Worth, TX 76137	Scholarship 3,500 00
Odell, Kiefer	201 Bay Hill Drive	Aledo, TX 76008	Scholarship 3,500 00
Offutt, Michael	2 Inwood Peak	San Antonio, TX 78248	Scholarship 3,000 00
Patel, Jennifer	7504 Sagehill Court	Fort Worth, TX 76123	Scholarship 3,500 00
Quiroga, Allison	P O Box 54641	Hurst, TX 76054	Scholarship 1,250 00
Quiroga, Jesus	P O Box 54641	Hurst, TX 76054	Scholarship 3,000.00
Randals, Sidney	6200 Westchester Lane	Plano, TX 75093	Scholarship 2,250 00
Ray, Mary Ashley	3866 South Hills Circle	Fort Worth, TX 76109	Scholarship 2,500 00
Reed, Michael	4720 Ivanhoe Drive	Ft Worth, TX 76132	Scholarship 2,500 00
Reynolds, Christopher	3201 Kaliste Saloom #249	Lafayette, LA 70508	Scholarship 2,500 00
Richardson, Tyler	P.O Box 112	Kermit, TX 79745-0112	Scholarship 2,500 00
Rodgers, Toby	2711 Williams Rd	Big Spring, TX 79720	Scholarship 2,500 00
Sims, Dustin	3201 Duval Rd Apt. 328	Austin, TX 78759	Scholarship 3,500 00
Spence, Laura	1301 Richie Road	Big Spring, TX 79720	Scholarship 2,500 00
Stevenson, Christine	2610 Sunlight Drive	Arlington, TX 76006	Scholarship 3,500 00
Theriot, Matthew	15424 Woodmoss Drive	Baton Rouge, LA 70816	Scholarship 3,500 00
Tomlinson, Christin Jane	1950 Arbor Valley Drive	Edmond, OK 73025	Scholarship 2,500 00
Watkins, Taylor Nicole	405 Small St	Bowe, TX 76230	Scholarship 2,000 00
Total			145,500.00

SID RICHARDSON MEMORIAL FUND
75-1220266
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/2012

UNRECOGNIZED SECTION 1092 LOSSES

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 2012	(5,634)
UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/12	10,928
UNRECOGNIZED SEC. 1092 LOSSES EXCEEDING UNREALIZED GAIN	0
UNRECOGNIZED SEC. 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN THAT WERE USED AT 12/31/12	0
UNRECOGNIZED SEC. 1092 LOSSES CARRIED FORWARD TO 2013	(5,634)

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

	NO. OF SHARES	CARRYING VALUE	MARKET VALUE
KIMBERLY- CLARK CORP.	200	6,974	17,902
			<u>(6,974)</u>
UNREALIZED GAIN			10,928
S&P LOSS CARRYFORWARD			<u>(5,634)</u>
Excess S&P carryforward over unrealized gain			<u><u>0</u></u>

**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)	
295,285.		PUBLICLY TRADED SECURITIES 165,634.					VAR 129,651.	VAR
48,547.		PUBLICLY TRADED SECURITIES 50,398.					1/5/2012 -1,851.	7/5/2012
TOTAL GAIN (LOSS)					<u>127,800.</u>	