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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year **2013** or tax year beginning , **2013**, 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) Room/suite
605 BROADWAY LF 41

City or town, state or province, country, and ZIP or foreign postal 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

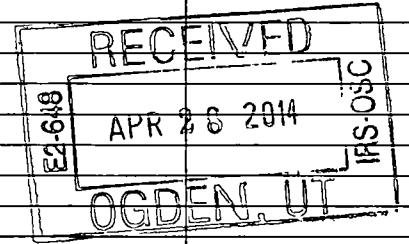
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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) **\$ 420,712.**

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). Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	2 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,556.	9,361.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,840.			
	b Gross sales price for all assets on line 6a	270,281.			
	7 Capital gain net income (from Part IV, line 2)		31,840.		
	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)	3,677.			STMT 4	
12 Total Add lines 1 through 11	45,073.	41,201.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	3,111.	1,556.		1,556.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 5	35.	NONE	NONE	35.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	8,585.	23.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	11,731.	1,579.	NONE	1,591.
	25 Contributions, gifts, grants paid	37,000.			37,000.
26 Total expenses and disbursements. Add lines 24 and 25	48,731.	1,579.	NONE	38,591.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,658.				
b Net investment income (if negative, enter -0-)		39,622.			
c Adjusted net income (if negative, enter -0-)					



POSTMARK DATE APR 24 2014
 SCANNED MAY 06 2014

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			
	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 ▶			
	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)	363,884.	358,617.	420,712.
	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)	363,884.	358,617.	420,712.	
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, ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	363,884.	358,617.		
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)	363,884.	358,617.		
31	Total liabilities and net assets/fund balances (see instructions)	363,884.	358,617.		

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)	1 363,884.
2	Enter amount from Part I, line 27a	2 -3,658.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 360,226.
5	Decreases not included in line 2 (itemize) ▶BOOK VALUE ADJUSTMENT	5 1,609.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 358,617.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or loss, (i) FMV as of 12/31/69, (j) Adjusted basis, (k) Excess of col (i) over col (j), and (l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h)).

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? [X] Yes [] No

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio. Includes rows for years 2012-2008 and summary rows 2-8.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	792.
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	
3	Add lines 1 and 2	3	792.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	792.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	620.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	620.
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	172.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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 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 2013, 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 No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b 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 No X
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013? 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 605 BROADWAY, SAUGUS, MA 01906	TRUSTEE 4	3,111.	-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		NONE	NONE	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		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 NONE	
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 NONE		
2		
All other program-related investments See instructions. 3 NONE		
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	392,609.
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	392,609.
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	392,609.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,889.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	386,720.
6	Minimum investment return. Enter 5% of line 5	6	19,336.

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	19,336.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	792.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	792.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	18,544.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	18,544.
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	18,544.

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	38,591.
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	38,591.
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	38,591.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				18,544.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			17,995.	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		12,253.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>38,591.</u>				
a Applied to 2012, but not more than line 2a			17,995.	
b Applied to undistributed income of prior years (Election required - see instructions)		12,253.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				8,343.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (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				
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		12,253.		
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				10,201.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 address 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
a Paid during the year				
MARY T. & WILLIAM A RICHARDSON FUND C/O ROBER 605 BROADWAY SAUGUS MA 01906	PRIVATE FOUNDATION	CHARITABLE	TO PROVIDE STUDENT SCHOLARSHIPS	37,000.
Total ▶ 3a				37,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions). Includes the text 'NOT APPLICABLE' in the center.

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 to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations 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.

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 (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here Signature of officer or preparer: By: Matthew W. Trefry, Vice President Date: 04/16/2014 Title: Title

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: GORDON POWERS Preparer's signature: Gordon Powers Date: 04/16/2014 Check [] if self-employed PTIN: P00260194 Firm's name: ERNST & YOUNG U.S. LLP Firm's address: 200 CLARENDON STREET BOSTON, MA 02116 Firm's EIN: 34-6565596 Phone no: 617-587-9019

FEDERAL CAPITAL GAIN DISTRIBUTIONS
=====

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

GUGGENHEIM BULLETSHARES 2017	4.00
GUGGENHEIM BULLETSHARES 2016	4.00
DFA INTERNATIONAL SMALL CO PORTFOLIO	170.00
HCP, INC.	5.00
WEYERHAEUSER CO	86.00

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS	-----	269.00
TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS		----- 269.00 =====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AETNA U S HEALTHCARE INC	68.	68.
AMERICAN EXPRESS CO	74.	74.
APPLE	125.	125.
BECTON DICKINSON CO	114.	114.
BOEING CO 3.5% 02/15/2015	1,091.	1,091.
CARDINAL HEALTH, INC.	105.	105.
CATERPILLAR INC.	86.	86.
CHEVRON CORP	62.	62.
CHUBB CORP	47.	47.
GUGGENHEIM BULLETSHARES 2018	57.	57.
GUGGENHEIM BULLETSHARES 2017	59.	59.
GUGGENHEIM BULLETSHARES 2016	44.	44.
COACH, INC.	88.	88.
COCA-COLA CO	128.	128.
CORNING INC	119.	119.
COSTCO WHOLESALE CORP, NEW	38.	38.
DFA INTERNATIONAL SMALL CO PORTFOLIO	108.	108.
DISCOVER FINANCIAL SERVICES	90.	90.
DUPONT DE NEMOURS & CO	39.	39.
EMERSON ELEC CO 5.625% 11/15/2013	841.	841.
EXXON MOBIL CORP	53.	53.
FEDERAL HOME LOAN BANK 5.5% 08/13/2014	1,029.	1,029.
FEDEX CORPORATION	19.	19.
FORD MOTOR CO	93.	93.
GENERAL ELEC CO	35.	35.
HCP, INC.	100.	93.
HALLIBURTON CO	44.	44.
HELMERICH AND PAYNE	73.	73.
HOLLYFRONTIER CORP	78.	78.
HOME DEPOT INC	24.	24.
HONEYWELL INT'L INC.	94.	94.
I B M CORP	21.	21.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
I SHARES I SHARES EMU INDEX FUND	64.	64.
I SHARES BARCLAYS 7-10 YR TREAS	215.	215.
I SHARES BARCLAYS 1-3 YR TR BD	27.	27.
I SHARES S & P MIDCAP 400	394.	394.
I SHARES MSCI ALL COUNTRY ASIA EX JAPAN	120.	120.
I SHARES NATIONAL MUNI BOND ETF	177.	1.
I SHARES BARCLAYS INT CRDT	514.	514.
I SHARES BARCLAYS 1-3 YR CREDIT BOND FUN	48.	48.
JOHNSON & JOHNSON	112.	112.
KIMBERLY CLARK CORP	163.	163.
MERCK & CO INC. NEW	151.	151.
FEDERATED GOV'T OBLIGATION TAX MANAGED F	1.	1.
MONSANTO CO	32.	32.
MORGAN STANLEY	42.	42.
NEWMONT MINING CO	90.	90.
NUCOR CORP	104.	104.
OCCIDENTAL PETROLEUM CORP	82.	82.
ORACLE CORPORATION	35.	35.
PROCTER & GAMBLE CO	139.	139.
QUALCOMM INC	96.	96.
SPDR BARCLAYS BARCLAYS HIGH YIELD	546.	546.
STANLEY BLACK & DECKER INC	53.	53.
STARBUCKS CORP	63.	63.
STATE STREET CORP	91.	91.
SUNTRUST BANKS	57.	57.
SYMANTEC CORP	82.	82.
TJX COMPANIES INC	47.	47.
UIL HOLDINGS CORPORATION	157.	157.
VERIZON COMMUNICATIONS INC	243.	243.
VISA, INC	46.	46.
WALGREEN CO	109.	109.
XCEL ENERGY, INC.	148.	148.
YUM BRANDS INC	73.	73.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCENTURE PLC	46.	46.
EATON CORP PLC	28.	16.
TRANSOCEAN LTD	115.	115.
TOTAL	9,556.	9,361.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	----- 3,677. =====

FORM 990PF, PART I - LEGAL FEES

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

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER TAXES	7,513.	
FEDERAL TAX PAYMENT - PRIOR YE	429.	
FEDERAL ESTIMATES - PRINCIPAL	620.	
FOREIGN TAXES ON QUALIFIED FOR	16.	16.
FOREIGN TAXES ON NONQUALIFIED	7.	7.
TOTALS	8,585.	23.

**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.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	61,267.	56,574.		4,693.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back				7 4,693.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	208,742.	181,867.		26,875.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 272.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back				16 27,147.

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

Schedule D (Form 1041) 2013

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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.				
17	Net short-term gain or (loss)	17		4,693.
18	Net long-term gain or (loss):			
a	Total for year	18a		27,147.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		3.
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		31,840.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	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 19, column (3) or b \$3,000	20	()
-----------	---	-----------	-----

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	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)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶			30
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%. ▶			37
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶			41
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶			45

Department of the Treasury
Internal Revenue Service

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
122.	A T & T INC	03/09/2012	01/03/2013	4,270.00	3,797.00			473.00
12.	AETNA U S HEALTHCARE I	03/09/2012	01/14/2013	546.00	562.00			-16.00
81.	BED BATH & BEYOND	01/14/2013	03/04/2013	4,575.00	4,935.00			-360.00
54.	BOEING CO	06/04/2012	02/05/2013	4,109.00	3,643.00			466.00
13.	CARDINAL HEALTH, INC.	03/09/2012	01/14/2013	560.00	550.00			10.00
7.	CATERPILLAR INC.	03/09/2012	01/14/2013	660.00	774.00			-114.00
16.	CELGENE CORPORATION	08/01/2012	01/14/2013	1,554.00	1,098.00			456.00
18.	CELGENE CORPORATION	08/01/2012	05/06/2013	2,188.00	1,235.00			953.00
57.	CONOCOPHILLIPS	03/09/2012	02/05/2013	3,288.00	3,417.00			-129.00
57.	CORNING INC	12/04/2012	11/07/2013	931.00	698.00			233.00
112.	CORNING INC	12/04/2012	11/13/2013	1,876.00	1,372.00			504.00
5.	COSTCO WHOLESALE CORP,	03/04/2013	11/07/2013	614.00	516.00			98.00
12.	DISCOVER FINANCIAL SER	04/04/2012	03/13/2013	518.00	397.00			121.00
9.	DUPONT DE NEMOURS & CO	01/14/2013	05/06/2013	485.00	417.00			68.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

2013

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return: **WILLIAM A. RICHARDSON TRUST U/I**
Social security number or taxpayer identification number: **04-6045863**

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
34.	E M C CORP	01/14/2013	02/05/2013	846.00	877.00			-31.00
12.	EBAY INC	03/09/2012	01/14/2013	637.00	434.00			203.00
8.	FEDEX CORPORATION	03/09/2012	01/14/2013	785.00	730.00			55.00
20.	FORD MOTOR CO	02/05/2013	11/07/2013	331.00	264.00			67.00
10.	GENERAL ELEC CO	09/17/2013	11/07/2013	267.00	245.00			22.00
63.	HEINZ H J CO.	03/09/2012	02/20/2013	4,543.00	3,336.00			1,207.00
28.	HELMERICH AND PAYNE	03/09/2012	01/14/2013	1,626.00	1,725.00			-99.00
13.	HELMERICH AND PAYNE	03/13/2013	10/08/2013	937.00	820.00			117.00
37.	HOLLYFRONTIER CORP	10/08/2013	11/07/2013	1,604.00	1,497.00			107.00
5.	HONEYWELL INT'L INC.	05/02/2012	01/14/2013	332.00	303.00			29.00
3.	KIMBERLY CLARK CORP	12/04/2012	03/13/2013	281.00	258.00			23.00
9.	KIMBERLY CLARK CORP	12/04/2012	11/07/2013	970.00	773.00			197.00
4.	MONSANTO CO	10/02/2012	01/14/2013	403.00	363.00			40.00
43.	MONSANTO CO	03/13/2013	04/03/2013	4,511.00	3,956.00			555.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Sales and Other Dispositions of Capital Assets

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2013

Department of the Treasury
Internal Revenue Service

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
89.	MORGAN STANLEY	03/09/2012	01/14/2013	1,778.00	1,628.00			150.00
113.	NEWMONT MINING CO	04/03/2013	12/04/2013	2,704.00	4,372.00			-1,668.00
10.	NUCOR CORP	03/09/2012	01/14/2013	454.00	423.00			31.00
10.	QUALCOMM INC	07/10/2012	01/14/2013	640.00	551.00			89.00
54.	STANLEY BLACK & DECKER	10/02/2012	08/05/2013	4,702.00	4,119.00			583.00
9.	STARBUCKS CORP	05/02/2012	01/14/2013	492.00	522.00			-30.00
12.	STATE STREET CORP	03/09/2012	01/14/2013	610.00	506.00			104.00
13.	SUNTRUST BANKS	01/03/2013	11/07/2013	446.00	372.00			74.00
10.	SYMANTEC CORP	02/05/2013	11/07/2013	228.00	222.00			6.00
175.	SYMANTEC CORP	02/05/2013	12/10/2013	3,924.00	3,882.00			42.00
16.	WALGREEN CO	03/09/2012	01/14/2013	625.00	529.00			96.00
8.	TRANSOCEAN LTD	02/05/2013	11/07/2013	417.00	456.00			-39.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				61,267.	56,574.			4,693.

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
19.	AETNA U S HEALTHCARE I	03/09/2012	11/07/2013	1,194.00	890.00			304.00
8.	AMERICAN EXPRESS CO	10/05/2011	01/14/2013	489.00	343.00			146.00
11.	AMERICAN EXPRESS CO	10/05/2011	11/07/2013	894.00	472.00			422.00
7.	APPLE	09/22/2011	03/13/2013	3,005.00	2,008.00			997.00
1.	APPLE	09/22/2011	11/07/2013	516.00	407.00			109.00
10.	BECTON DICKINSON CO	03/09/2012	03/13/2013	909.00	771.00			138.00
13.	BECTON DICKINSON CO	03/09/2012	11/07/2013	1,384.00	1,003.00			381.00
3	BIOGEN IDEC INC	03/09/2012	03/13/2013	528.00	360.00			168.00
9	BIOGEN IDEC INC	03/09/2012	05/06/2013	1,950.00	1,081.00			869.00
7.	BIOGEN IDEC INC	03/09/2012	12/04/2013	1,991.00	841.00			1,150.00
25000.	BOEING CO 3.5% 02/1	12/16/2009	11/08/2013	25,943.00	25,519.00			424.00
16.	CARDINAL HEALTH, INC.	03/09/2012	11/07/2013	972.00	677.00			295.00
16.	CARDINAL HEALTH, INC.	03/09/2012	12/04/2013	1,011.00	677.00			334.00
5.	CELGENE CORPORATION	08/01/2012	11/07/2013	733.00	343.00			390.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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WILLIAM A. RICHARDSON TRUST U/I	04-6045863

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You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	12. COCA-COLA CO	03/09/2012	03/13/2013	464.00	417.00			47.00
	12. COCA-COLA CO	03/09/2012	11/07/2013	477.00	417.00			60.00
	34. WALT DISNEY PRODUCTION	03/09/2012	11/07/2013	2,294.00	1,442.00			852.00
	31. DISCOVER FINANCIAL SER	04/04/2012	11/07/2013	1,619.00	1,026.00			593.00
	18. DUPONT DE NEMOURS & CO	03/09/2012	03/13/2013	891.00	930.00			-39.00
	63. DUPONT DE NEMOURS & CO	03/09/2012	05/06/2013	3,392.00	3,254.00			138.00
	107. E M C CORP	12/01/2010	02/05/2013	2,662.00	2,325.00			337.00
	15000. EMERSON ELEC CO 5.6 11/15/2013	04/25/2007	11/08/2013	14,981.00	15,408.00			-427.00
	5. EXXON MOBIL CORP	10/27/2011	03/13/2013	446.00	409.00			37.00
	42. EXXON MOBIL CORP	12/22/2011	07/02/2013	3,803.00	3,520.00			283.00
	15000 FEDERAL HOME LOAN B 08/13/2014	07/06/2007	11/08/2013	15,540.00	15,000.00			540.00
	8. FEDEX CORPORATION	03/09/2012	11/07/2013	1,046.00	730.00			316.00
	1. GOOGLE INC	03/04/2011	03/13/2013	825.00	601.00			224.00
	1. GOOGLE INC	03/04/2011	11/07/2013	1,011.00	601.00			410.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Social security number or taxpayer identification number

WILLIAM A. RICHARDSON TRUST U/I

04-6045863

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	20. HCP, INC.	03/09/2012	03/13/2013	975.00	782.00			193.00
	93. HCP, INC	03/09/2012	06/06/2013	4,369.00	3,597.00			772.00
	12. HALLIBURTON CO	05/14/2010	01/14/2013	429.00	338.00			91.00
	6. HALLIBURTON CO	09/16/2010	03/13/2013	250.00	175.00			75.00
	12. HALLIBURTON CO	09/16/2010	11/07/2013	650.00	372.00			278.00
	81. HELMERICH AND PAYNE	03/09/2012	10/08/2013	5,838.00	4,991.00			847.00
	6. HONEYWELL INT'L INC.	05/02/2012	11/07/2013	513.00	364.00			149.00
	150. I SHARES BARCLAYS 7-1	04/09/2012	11/07/2013	15,337.00	15,706.00			-369.00
	150. I SHARES BARCLAYS 1-3	04/09/2012	11/07/2013	12,672.00	12,659.00			13.00
	16 I SHARES S & P MIDCAP	04/29/2010	01/14/2013	1,688.00	1,341.00			347.00
	229. I SHARES S & P MIDCAP	06/01/2012	11/07/2013	29,053.00	19,941.00			9,112.00
	16. I SHARES NATIONAL MUNI	02/09/2011	01/30/2013	1,782.00	1,576.00			206.00
	5. I SHARES NATIONAL MUNI	02/09/2011	03/14/2013	548.00	494.00			54.00
	7. I SHARES BARCLAYS INT C	12/27/2011	03/14/2013	774.00	748.00			26.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
67.	I SHARES BARCLAYS 1-3 BOND FUN	05/20/2011	03/14/2013	7,070.00	7,035.00			35.00
6.	JOHNSON & JOHNSON	03/09/2012	03/13/2013	471.00	389.00			82.00
5.	JOHNSON & JOHNSON	03/09/2012	11/07/2013	464.00	325.00			139.00
5.	MERCK & CO INC. NEW	01/07/2011	01/14/2013	217.00	186.00			31.00
15.	MERCK & CO INC. NEW	01/07/2011	03/13/2013	668.00	559.00			109.00
24.	MORGAN STANLEY	03/09/2012	11/07/2013	689.00	439.00			250.00
6.	NUCOR CORP	03/09/2012	11/07/2013	322.00	254.00			68.00
3.	OCCIDENTAL PETROLEUM CO	01/15/2010	11/07/2013	288.00	237.00			51.00
28.	ORACLE CORPORATION	05/12/2010	01/14/2013	978.00	678.00			300.00
10.	ORACLE CORPORATION	05/12/2010	11/07/2013	339.00	247.00			92.00
3.	PROCTER & GAMBLE CO	03/09/2012	03/13/2013	230.00	201.00			29.00
7.	PROCTER & GAMBLE CO	03/09/2012	11/07/2013	575.00	468.00			107.00
5.	QUALCOMM INC	07/10/2012	11/07/2013	332.00	275.00			57.00
258.	SPDR BARCLAYS BARCLAY	01/20/2012	01/30/2013	10,580.00	9,782.00			798.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
60.	SPDR BARCLAYS BARCLAYS	01/20/2012	11/07/2013	2,426.00	2,341.00			85.00
6.	STARBUCKS CORP	05/02/2012	11/07/2013	475.00	348.00			127.00
10.	STATE STREET CORP	03/09/2012	11/07/2013	702.00	421.00			281.00
14.	TJX COMPANIES INC	03/09/2012	11/07/2013	847.00	535.00			312.00
10.	UIL HOLDINGS CORP	03/09/2012	03/13/2013	387.00	347.00			40.00
5.	UIL HOLDINGS CORP	03/09/2012	11/07/2013	190.00	174.00			16.00
14.	VERIZON COMMUNICATIONS	01/10/2012	03/13/2013	672.00	542.00			130.00
12.	VERIZON COMMUNICATIONS	01/10/2012	11/07/2013	602.00	464.00			138.00
7.	VISA, INC	03/09/2012	11/07/2013	1,377.00	823.00			554.00
20.	WALGREEN CO	03/09/2012	11/07/2013	1,183.00	661.00			522.00
14.	XCEL ENERGY, INC.	02/03/2012	03/13/2013	406.00	372.00			34.00
12.	XCEL ENERGY, INC.	02/03/2012	11/07/2013	344.00	319.00			25.00
5.	YUM BRANDS INC	03/09/2012	03/13/2013	347.00	337.00			10.00
71.	YUM BRANDS INC	03/09/2012	09/17/2013	5,154.00	4,780.00			374.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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