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

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning OCT 1, 2008, and ending SEP 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation
A.D. HENDERSON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
450 EAST LAS OLAS BLVD.

City or town, state, and ZIP code
FORT LAUDERDALE, FL 33301

A Employer identification number
23-7047045

B Telephone number
954-764-2819

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 ☐

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)
\$ 48,042,724. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	299,967.	299,967.		STATEMENT 2
4	Dividends and interest from securities	999,552.	999,552.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<6,090,052.>			STATEMENT 1
b	Gross sales price for all assets on line 6a	22,968,378.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<34,151.>	<116,865.>		STATEMENT 4
12	Total Add lines 1 through 11	<4,824,684.>	1,182,654.		
13	Compensation of officers, directors, trustees, etc	100,750.	9,112.		91,638.
14	Other employee salaries and wages	268,164.	12,123.		256,042.
15	Pension plans, employee benefits	96,036.	5,840.		90,196.
16a	Legal fees STMT 5	5,355.	126.		5,229.
b	Accounting fees STMT 6	35,341.	17,670.		17,671.
c	Other professional fees STMT 7	242,750.	239,142.		3,608.
17	Interest				
18	Taxes STMT 8	3,958.	3,021.		937.
19	Depreciation and depletion	12,122.	0.		
20	Occupancy	105,133.	5,257.		99,876.
21	Travel, conferences, and meetings	73,611.	7,024.		66,587.
22	Printing and publications				
23	Other expenses STMT 9	31,048.	1,715.		29,333.
24	Total operating and administrative expenses. Add lines 13 through 23	974,268.	301,030.		661,117.
25	Contributions, gifts, grants and other income	2,418,757.			2,418,757.
26	Total expenses and disbursements. Add lines 24 and 25	3,393,025.	301,030.		3,079,874.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<8,217,709.>			
b	Net investment income (if negative, enter -0-)		881,624.		
c	Adjusted net income (if negative, enter -0-)			N/A	

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		139,430.	65,654.	65,654.
	2	Savings and temporary cash investments		8,349,564.	1,609,265.	1,609,265.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 11	4,004,457.	2,362,950.	2,473,382.	
	b	Investments - corporate stock STMT 12	17,152,816.	27,221,988.	28,633,256.	
	c	Investments - corporate bonds	549,375.			
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13	24,241,220.	14,971,418.	15,187,035.		
14	Land, buildings, and equipment: basis ▶ 305,682.					
	Less: accumulated depreciation STMT 14 ▶ 231,550.	86,254.	74,132.	74,132.		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	54,523,116.	46,305,407.	48,042,724.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	350,998.	350,998.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	54,172,118.	45,954,409.			
30	Total net assets or fund balances	54,523,116.	46,305,407.			
31	Total liabilities and net assets/fund balances	54,523,116.	46,305,407.			

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	54,523,116.
2	Enter amount from Part I, line 27a	2	<8,217,709.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	46,305,407.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,305,407.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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 22,968,378.		28,344,269.	<6,090,052.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<6,090,052.>

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	<6,090,052.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2007	3,073,048.	59,096,254.	.052001
2006	2,653,353.	61,723,259.	.042988
2005	3,134,669.	57,812,994.	.054221
2004	2,811,930.	57,490,010.	.048912
2003	2,485,573.	57,840,231.	.042973

2 Total of line 1, column (d)	2	.241095
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	.048219
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	42,107,041.
5 Multiply line 4 by line 3	5	2,030,359.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,816.
7 Add lines 5 and 6	7	2,039,175.
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	3,079,874.

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 ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	8,816.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	8,816.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	8,816.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	31,360.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	31,360.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	22,544.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☒ 8,840. Refunded ☐	11	13,704.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DE, FL, VT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.HENDERSONFDN.ORG	X
14	The books are in care of A. D. HENDERSON FOUNDATION, INC. Telephone no. 954-764-2819 Located at P.O. BOX 14096, FORT LAUDERDALE, FL ZIP+4 33302	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	☐ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(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	
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		☒ 1b
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 2008?		☒ 1c
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	☒ 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2008 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 2008.)	N/A	☒ 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		☒ 4a
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 2008?		☒ 4b

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b **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?

6b **X**

If you answered "Yes" to 6b, also 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?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		100,750.	26,885.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHERINE DANIO 1330 NW 13TH ST, BOCA RATON, FL 33486	FL PROGRAM DIRECTOR 40.00	75,515.	10,068.	
EDWARD GALE 629 UPPER FRENCH HILL RD, JOHNSON, VT	VT PROGRAM DIRECTOR 32.00	71,237.	7,085.	
KAREN PFEIFFER 2771 NE 15TH ST, FORT LAUDERDALE, FL	SENIOR ADMINISTRATOR 40.00	80,812.	12,055.	

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WILLIAMS, JONES & ASSOCIATES 717 FIFTH AVE #1700, NEW YORK, NY 10022	INVESTMENT ADVISORY	133,254.
SANFORD C BERNSTEIN & CO 777 SOUTH FLAGLER DRIVE, WEST PALM BEACH, FL 3	INVESTMENT ADVISORY	67,930.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	38,845,628.
b	Average of monthly cash balances	1b	3,902,637.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	42,748,265.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	42,748,265.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	641,224.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,107,041.
6	Minimum investment return. Enter 5% of line 5	6	2,105,352.

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	2,105,352.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	8,816.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,816.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,096,536.
4	Recoveries of amounts treated as qualifying distributions	4	70,193.
5	Add lines 3 and 4	5	2,166,729.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,166,729.

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	3,079,874.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,079,874.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8,816.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,071,058.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,166,729.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			2,715,547.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 3,079,874.				
a Applied to 2007, but not more than line 2a			2,715,547.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				364,327.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				1,802,402.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Tax year

(a) 2008

(b) 2007

Prior 3 years

(c) 2006

(d) 2005

(e) Total

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 the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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:

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

823611 01-02-09

Enter gross amounts unless otherwise indicated.

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

823621
01-02-09

Part XVII

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

- | | | Yes | No |
|---|--|-------|----|
| 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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

PRESIDENT

➤ Title

Preparer's
signature

Date _____

Check if self-employee

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

RSM MCGLADREY, INC.

100 NE THIRD AVENUE, SUITE 300
FORT LAUDERDALE, FL 33301

EIN ▶

Phone no. 954-462-6351

Form **990-PF** (2008)

A.D. HENDERSON FOUNDATION, INC.

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 PUBLICLY TRADED SECURITIES		P		
b K-1 WJ&A HEDGE FUND #3				
c K-1 WJ&A HEDGE FUND #7				
d K-1 WJ&A HEDGE FUND #9				
e K-1 WJ&A HEDGE FUND #11				
f K-1 WJ&A HEDGE FUND #14				
g K-1 BERNSTEIN GLOBAL STYLE BLEND				
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(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 22,858,543.		28,344,269.	<5,485,726.>
b			3,706.
c			<210,295.>
d			<10,253.>
e			27,328.
f			<32,866.>
g			<491,781.>
h 109,835.			109,835.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<5,485,726.>
b			3,706.
c			<210,295.>
d			<10,253.>
e			27,328.
f			<32,866.>
g			<491,781.>
h			109,835.
i			
j			
k			
l			
m			
n			
o			

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	<6,090,052.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

2008 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	EQUIPMENT (1500):													
1	RECORDING EQUIPMENT	05/13/93	200DB	7.00	HY17	153.				153.	132.		0.	132.
2	PRINTER	05/13/93	200DB	5.00	HY17	1,405.				1,405.	1,125.		0.	1,125.
3	VOICE WRITER	07/01/93	200DB	5.00	HY17	764.				764.	611.		0.	611.
4	BCR KIT	07/01/93	200DB	7.00	HY17	80.				80.	69.		0.	69.
5	POCKET SECRETARY (COMPUTER)	10/28/93	200DB	7.00	HY17	396.				396.	395.		0.	395.
6	COMPUTERS	11/17/93	200DB	5.00	HY17	5,460.				5,460.	5,459.		0.	5,459.
7	COMPUTER EQUIPMENT	11/19/93	200DB	5.00	HY17	420.				420.	419.		0.	419.
8	COMPUTER INSTALLATION	11/23/93	200DB	5.00	HY17	1,020.				1,020.	1,020.		0.	1,020.
9	TELEVISION & VCR	01/18/94	200DB	5.00	HY17	1,150.				1,150.	1,149.		0.	1,149.
10	CANON	01/24/96	200DB	5.00	HY17	7,235.				7,235.	7,234.		0.	7,234.
11	TELEPHONE	07/14/97	200DB	5.00	HY17	3,297.				3,297.	3,297.		0.	3,297.
12	EQUIPMENT (1500):	07/03/97	200DB	5.00	HY17	90.				90.	90.		0.	90.
13	SHARP MULTIFAX MACHINE	12/19/00	200DB	5.00	HY17	573.				573.	573.		0.	573.
14	COMPUTER INSTALLATION	12/08/00	200DB	5.00	HY17	404.				404.	404.		0.	404.
	* 990-PF PG 1 TOTAL - EQUIPMENT (1500):					22,447.				22,447.	21,977.		0.	21,977.
	COMPUTER & INSTALLATION (1502):													
33	COMPUTER	04/15/93	200DB	5.00	HY17	3,788.				3,788.	3,029.		0.	3,029.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2008 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
34	COMPUTER SOFTWARE	12/02/93	200DB	5.00		HY17	348.				348.	348.		0.	348.
35	COMPUTER PRINTER	12/06/93	200DB	5.00		HY17	1,270.				1,270.	1,269.		0.	1,269.
36	ADDITIONAL RAM	12/09/93	200DB	5.00		HY17	325.				325.	324.		0.	324.
37	ADDITIONAL RAM	08/24/94	200DB	5.00		HY17	315.				315.	314.		0.	314.
38	COMPUTER	08/10/95	200DB	5.00		HY17	2,139.				2,139.	2,138.		0.	2,138.
39	ADDITIONAL RAM 8MB	09/22/95	200DB	5.00		HY17	375.				375.	375.		0.	375.
40	GRANTS SOFTWARE	12/29/94	200DB	3.00		HY17	2,800.				2,800.	2,800.		0.	2,800.
41	COMPUTERS & INSTALLATION	08/01/97	200DB	5.00		HY17	27,704.				27,704.	27,704.		0.	27,704.
42	COMPUTERS & INSTALLATIONS	09/30/98	200DB	5.00		HY17	5,149.				5,149.	5,148.		0.	5,148.
43	COMPUTER EQUIPMENT	10/10/01	200DB	5.00		HY17	1,395.		419.		976.	976.		0.	976.
44	COMPUTER & INSTALLATIONS	06/01/99	200DB	5.00		HY17	7,614.				7,614.	7,614.		0.	7,614.
45	COMPUTERS & INSTALLATIONS	08/26/00	200DB	5.00		HY17	10,794.				10,794.	10,794.		0.	10,794.
46	SOFTWARE	11/22/99	200DB	3.00		HY17	1,668.				1,668.	1,668.		0.	1,668.
47	COMPUTER	09/06/01	200DB	5.00		HY17	2,248.				2,248.	2,247.		0.	2,247.
48	COMPUTER EQUIPMENT	11/21/01	200DB	5.00		HY17	2,250.		675.		1,575.	1,575.		0.	1,575.
49	COMPUTER EQUIPMENT	12/19/01	200DB	5.00		HY17	4,138.		1,241.		2,897.	2,897.		0.	2,897.
50	COMPUTER EQUIPMENT	06/10/02	200DB	5.00		HY17	534.		160.		374.	374.		0.	374.
51	SOFTWARE	12/18/01	SL	3.00		HY16	159.			48.	111.	111.		0.	111.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2008 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
52	SOFTWARE	03/19/02	SL	3.00	HYL6		234.			70.	164.	164.		0.	164.
53	BATTERY BACKUP	03/27/03	200DB	5.00	HYL7		185.		56.		129.	129.		0.	129.
54	COMPUTER	05/19/03	200DB	5.00	HYL7		3,900.		1,950.		1,950.	1,950.		0.	1,950.
55	COMPUTER KEYBOARD	08/11/03	200DB	5.00	HYL7		123.		62.		61.	61.		0.	61.
56	SOFTWARE	04/03/03	200DB	3.00	HYL7		205.		62.		143.	143.		0.	143.
57	HP LASER PRINTER 4200	01/12/04	200DB	5.00	HYL7		878.		439.		439.	414.		25.	439.
58	19" MICRO TEK MONITOR	02/05/04	200DB	5.00	HYL7		525.		263.		262.	247.		15.	262.
59	COMPUTER EQUIPMENT	04/15/04	200DB	5.00	HYL7		219.		110.		109.	103.		6.	109.
60	COMPUTER	05/19/04	200DB	5.00	HYL7		850.		425.		425.	401.		24.	425.
61	COMPUTER EQUIPMENT	05/26/04	200DB	5.00	HYL7		129.		65.		64.	60.		4.	64.
62	COMPUTER EQUIPMENT	09/27/04	200DB	5.00	HYL7		352.		176.		176.	166.		10.	176.
63	SOFTWARE-WINDOWS XP	05/19/04	SL	3.00	HYL6		250.				250.	250.		0.	250.
64	SOFTWARE-OTHER	05/05/04	SL	3.00	HYL6		204.				204.	204.		0.	204.
65	COMPUTER EQUIPMENT	02/16/05	200DB	5.00	HYL7		288.				288.	238.		33.	271.
66	COLOR LASER PRINTER	11/30/04	200DB	5.00	HYL7		800.		400.		400.	331.		46.	377.
67	COMPUTER	03/16/05	200DB	5.00	HYL7		1,688.				1,688.	1,396.		195.	1,591.
68	COMPUTER EQUIPMENT	08/09/05	200DB	5.00	HYL7		1,402.				1,402.	1,160.		161.	1,321.
69	SOFTWARE	09/23/05	SL	3.00	HYL6		266.				266.	266.		0.	266.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	Convention	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
70	SCANNER	03/07/05	200DB	5.00	HXL7	943.				943.	780.		109.	889.
71	COMPUTER EQUIPMENT	01/04/06	200DB	5.00	HXL7	3,956.				3,956.	2,817.		456.	3,273.
72	SOFTWARE	02/03/06	SL	3.00	HXL6	1,000.				1,000.	888.		112.	999.
73	MONITOR & FLASH DRIVE	02/03/06	200DB	5.00	HXL7	425.				425.	303.		49.	352.
74	POWER SUPPLY SWITCH	07/18/06	200DB	5.00	HXL7	204.				204.	145.		24.	169.
75	2 COMPUTER WORKSTATION SETUP	08/18/06	200DB	5.00	HXL7	1,283.				1,283.	913.		148.	1,061.
76	COMPUTER (KAREN)	08/11/06	200DB	5.00	HXL7	2,165.				2,165.	1,542.		249.	1,791.
77	COMPUTER	08/25/06	200DB	5.00	HXL7	3,273.				3,273.	2,330.		377.	2,707.
78	SOFTWARE-OUTLOOK	12/07/05	SL	3.00	HXL6	129.				129.	122.		7.	129.
79	SOFTWARE-PC ANYWHERE, ANTIVIRUS	01/04/06	SL	3.00	HXL6	508.				508.	423.		42.	465.
80	SOFTWARE-BLACK ICE	09/29/06	SL	3.00	HXL6	300.				300.	200.		100.	300.
81	HP COLOR PRINTER	11/03/06	200DB	5.00	HXL7	1,001.				1,001.	520.		192.	712.
82	BATTERY BACKUP	01/03/07	200DB	5.00	HXL7	179.				179.	93.		34.	127.
83	NOTEBOOK-DATA VISION	02/02/07	200DB	5.00	HXL7	1,570.				1,570.	816.		302.	1,118.
84	SCANNERS-ETHERNET, PC NATION	04/12/07	200DB	5.00	HXL7	1,085.				1,085.	564.		208.	772.
85	KEYBOARD & MOUSE	07/30/07	200DB	5.00	HXL7	218.				218.	114.		42.	156.
86	3 MONITORS & VIDEO CARDS	08/28/07	200DB	5.00	HXL7	1,092.				1,092.	568.		210.	778.
87	SWITCH & 16 PORT UPLINK	09/10/07	200DB	5.00	HXL7	564.				564.	293.		108.	401.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	C o r v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
88	SOFTWARE-MS OFFICE	03/02/07	SL	3.00	HY16		249.				249.	131.		83.	214.
89	SOFTWARE-QUICKBOOKS 2007	04/12/07	SL	3.00	HY16		170.				170.	85.		57.	142.
251	BACKUP DRIVES	10/09/07	200DB	5.00	HY17		626.				626.	125.		200.	325.
252	EXTERNAL BACKUP DRIVE (KMP)	12/10/07	200DB	5.00	HY17		180.				180.	36.		58.	94.
253	LAPTOP COMPUTER & EXTERNAL DRIVE (KED)	12/11/07	200DB	5.00	HY17		1,865.				1,865.	373.		597.	970.
254	OTHER EQUIPMENT	01/17/08	200DB	5.00	HY17		449.			225.	224.	45.		72.	117.
255	OTHER EQUIPMENT	04/08/08	200DB	5.00	HY17		223.			112.	111.	22.		36.	58.
256	FLASH DRIVE 16GB USB2.0	05/01/08	200DB	5.00	HY17		77.			39.	38.	8.		12.	20.
257	4 BATTERY BACKUP UNITS	05/29/08	200DB	5.00	HY17		516.			258.	258.	52.		82.	134.
258	HP LASERJET PRINTER	07/30/08	200DB	5.00	HY17		228.			114.	114.	23.		36.	59.
259	OLYMPUS DIGITAL VOICE RECORDER	09/16/08	200DB	5.00	HY17		137.			69.	68.	14.		22.	36.
263	SOFTWARE-INTUIT PAYROLL	05/01/08	SL	3.00	HY17		199.			100.	99.	17.		33.	50.
264	SOFTWARE-PRINT2RDP 4.6	07/30/08	SL	3.00	HY17		150.			75.	75.	13.		25.	38.
	* 990-PF PG 1 TOTAL - COMPUTER & INSTALLATION (150)						112,475.		6,503.	1,110.	104,862.	93,763.		4,601.	98,363.
	FURN & EQUIP (1505):														
15	FILE CABINETS	06/08/93	200DB	7.00	HY17		2,158.				2,158.	1,849.		0.	1,849.
16	FILE CABINET	10/29/93	200DB	7.00	HY17		3,798.				3,798.	3,797.		0.	3,797.
17	MAHOGANY FILE UNIT	05/08/95	200DB	7.00	HY17		3,950.				3,950.	3,950.		0.	3,950.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2008 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
18	FURNITURE	08/14/97	200DB	5.00		HY17	10,825.				10,825.	10,825.		0.	10,825.
19	FILING SYSTEM	05/27/97	200DB	5.00		HY17	6,850.				6,850.	6,850.		0.	6,850.
20	FURNITURE	08/28/98	200DB	5.00		HY17	26,423.				26,423.	26,423.		0.	26,423.
21	FURNITURE	03/23/99	200DB	5.00		HY17	1,272.				1,272.	1,272.		0.	1,272.
22	OFFICE EQUIPMENT	04/25/01	200DB	5.00		HY17	84.				84.	84.		0.	84.
23	FURNITURE & FIXTURES	03/05/02	200DB	7.00		HY17	1,326.		398.		928.	887.		41.	928.
24	EASEL	03/29/04	200DB	7.00		HY17	223.		112.		111.	86.		10.	96.
25	TELEPHONE SYSTEM	02/22/05	200DB	7.00		HY17	2,526.				2,526.	1,737.		225.	1,962.
26	VARIOUS EQUIPMENT	04/18/06	200DB	7.00		HY17	1,175.				1,175.	661.		147.	808.
27	CONFERENCE ROOM FURN	01/06/06	200DB	7.00		HY17	17,596.				17,596.	9,901.		2,199.	12,100.
28	RECEPTION ROOM FURN	01/25/06	200DB	7.00		HY17	2,164.				2,164.	1,218.		270.	1,488.
29	DESK CHAIRS	02/27/06	200DB	7.00		HY17	2,328.				2,328.	1,310.		291.	1,601.
30	BIZHUB 350 COPY MACHINE	02/28/07	200DB	7.00		HY17	7,500.				7,500.	2,908.		1,312.	4,220.
31	CYBER POWER 650 BATTERY BACKUP	05/29/07	200DB	7.00		HY17	129.				129.	50.		23.	73.
32	EQUIPMENT-RELIABLE	07/03/07	200DB	7.00		HY17	140.				140.	54.		25.	79.
260	SHREDDER	05/01/08	200DB	7.00		HY17	691.			346.	345.	49.		85.	134.
261	CHAIR (ANITA)	09/04/08	200DB	7.00		HY17	1,232.			616.	616.	88.		151.	239.
262	LAPTOP CASE, STAND, KEYBOARD	09/23/08	200DB	7.00		HY17	230.			115.	115.	16.		28.	44.

828111
04-25-08

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* 990-PF PG 1 TOTAL - FURN & EQUIP (1505):						92,620.		510.	1,077.	91,033.	74,015.		4,807.	78,822.
	LEASEHOLD IMPROVEMENTS:														
90	LEASEHOLD IMPROVEMENTS	07/09/97	SL	39.50		HY16	34,160.				34,160.	9,730.		865.	10,595.
91	LEASEHOLD IMPROVEMENTS	05/19/98	SL	39.50		HY16	2,612.				2,612.	683.		66.	749.
92	CARPET & INSTALLATION	01/13/06	200DB	5.00		HY17	1,260.				1,260.	897.		145.	1,042.
93	CONFERENCE ROOM IMPROVEMENTS	01/06/06	200DB	7.00		HY17	13,110.				13,110.	7,377.		1,638.	9,015.
	* 990-PF PG 1 TOTAL - LEASEHOLD IMPROVEMENTS:						51,142.				51,142.	18,687.		2,714.	21,401.
	OIL PAINTING (1515):														
94	OIL PAINTING	12/31/01		.000		HY16	27,000.				27,000.			0.	
	* 990-PF PG 1 TOTAL - OIL PAINTING (1515):						27,000.				27,000.	0.		0.	0.
	* GRAND TOTAL 990-PF PG 1 DEPR						305,684.		7,013.	2,187.	296,484.	208,442.		12,122.	220,563.

828111
04-25-08

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF. GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
22,858,543.	28,344,269.	0.	0.
			<5,485,726.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 WJ&A HEDGE FUND #3	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	0.	0.	0.
			3,706.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 WJ&A HEDGE FUND #7	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	0.	0.	0.
			<210,295.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
K-1 WJ&A HEDGE FUND #9	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	<10,253.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
K-1 WJ&A HEDGE FUND #11	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	27,328.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
K-1 WJ&A HEDGE FUND #14	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	<32,866.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
K-1 BERNSTEIN GLOBAL STYLE BLEND	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	<491,781.>

CAPITAL GAINS DIVIDENDS FROM PART IV	109,835.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<6,090,052.>

FORM 990-PF, INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST SAVINGS/TEMP INV ACCTS	299,967.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	299,967.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIV-BERNSTEIN INV ACCT	427,201.	0.	427,201.
DIV-BERNSTEIN INV ACCT	38,418.	38,418.	0.
DIV-J P MORGAN INV ACCT	341,215.	0.	341,215.
DIV-J P MORGAN INV ACCT	71,417.	71,417.	0.
DIV-STATE STREET INV ACCT	1,234.	0.	1,234.
K-1 BERNSTEIN GLOBAL STYLE BLEND	61,442.	0.	61,442.
K-1 CALUMET SPECIALTY PROD PRTNR	54.	0.	54.
K-1 DCP MIDSTREAM PARTNERS	473.	0.	473.
K-1 ENTERPRISE PROD PARTNERS	24.	0.	24.
K-1 KINDER MORGAN ENERGY PRTNERS	723.	0.	723.
K-1 WJ&A HEDGE FUND #11	27,611.	0.	27,611.
K-1 WJ&A HEDGE FUND #12	25,187.	0.	25,187.
K-1 WJ&A HEDGE FUND #14	9.	0.	9.
K-1 WJ&A HEDGE FUND #3	2,885.	0.	2,885.
K-1 WJ&A HEDGE FUND #7	101,238.	0.	101,238.
K-1 WJ&A HEDGE FUND #9	10,256.	0.	10,256.
TOTAL TO FM 990-PF, PART I, LN 4	1,109,387.	109,835.	999,552.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND PRIOR YEAR GRANT DISTRIBUTIONS	70,193.	0.	
FEDERAL EXCISE TAX REFUND	101,847.	0.	
FEDERAL INCOME TAX REFUND	2,924.	0.	
K-1 WJ&A HEDGE FUND #3	<2,653.>	<2,653.>	
K-1 WJ&A HEDGE FUND #7	15.	15.	
K-1 WJ&A HEDGE FUND #7	<57,217.>	<57,217.>	
K-1 WJ&A HEDGE FUND #9	48,495.	48,495.	

K-1 WJ&A HEDGE FUND #11	<20,901.>	<20,901.>
K-1 WJ&A HEDGE FUND #12	<3,992.>	<3,992.>
K-1 WJ&A HEDGE FUND #14	<1,631.>	<1,631.>
K-1 BERNSTEIN GLOBAL STYLE BLEND	<1,462.>	<1,462.>
K-1 CALUMET SPECIALTY PROD PARTNERS	<22,430.>	<22,430.>
K-1 DCP MIDSTREAM PARTNERS	<6,692.>	<6,692.>
K-1 ENTERPRISE PROD PARTNERS	<7,403.>	<7,403.>
K-1 KINDER MORGAN ENERGY PARTNERS	<40,994.>	<40,994.>
NONTAXABLE INCOME FROM PASSTHROUGHS	991.	0.
NONDEDUCTIBLE EXP FROM PASSTHROUGHS	<93,241.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<34,151.>	<116,865.>

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,229.	0.		5,229.
LEGAL FEES	126.	126.		0.
TO FM 990-PF, PG 1, LN 16A	5,355.	126.		5,229.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,671.	0.		17,671.
ACCOUNTING FEES	17,670.	17,670.		0.
TO FORM 990-PF, PG 1, LN 16B	35,341.	17,670.		17,671.

FORM 990-PF.	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT MANAGEMENT	3,608.	0.		3,608.
INVESTMENT ADVISORY FEES	239,142.	239,142.		0.
TO FORM 990-PF, PG 1, LN 16C	242,750.	239,142.		3,608.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	851.	0.		851.
FOREIGN TAX W/H	3,021.	3,021.		0.
BUSINESS REPORT TAX	61.	0.		61.
FRANCHISE TAX	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	3,958.	3,021.		937.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	5,089.	254.		4,835.
EDUCATION	45.	0.		45.
INSURANCE	8,346.	417.		7,929.
OFFICE EXPENSE	2,083.	104.		1,979.
POSTAGE	4,697.	235.		4,462.
REPAIRS	1,448.	72.		1,376.
SUPPLIES	2,975.	315.		2,660.
TELEPHONE	6,365.	318.		6,047.
TO FORM 990-PF, PG 1, LN 23	31,048.	1,715.		29,333.

FOOTNOTES

STATEMENT 10

CONTROLLED FOREIGN PARTNERSHIP REPORTING:

THE TAXPAYER WAS REQUIRED TO FILE FORM 8865, BUT IS
NOT DOING SO UNDER THE CONSTRUCTIVE OWNERS EXCEPTION.
THE TAXPAYER HAS AN INDIRECT INTEREST IN THE FOLLOWING,
WHICH FILED FORM 8865:

ACT II PARTNERS, L.P. (THROUGH WJA HEDGE FUND 9)
444 MADISON AVENUE, 17TH FLOOR
NEW YORK, NY 10022

THE TAXPAYER WOULD HAVE HAD TO FILE FORM 8865 FOR ITS
INDIRECT OWNERSHIP IN THE FUNDS LISTED BELOW
BUT FOR THE EXCEPTION:

ACT II MASTER FUND, LTD.
444 MADISON AVENUE, 17TH FLOOR
NEW YORK, NY 10022

FORM 990-PF.	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 11
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TCW GALILEO TOTAL RETURN BOND FUND	X		800,000.	840,876.
VANGUARD GNMA FUND	X		756,000.	793,221.
FEDERAL HOME LOAN BANK	X		253,200.	257,188.
FEDERAL HOME LOAN BANK	X		150,000.	156,470.
FANNIE MAE	X		253,750.	261,095.
FEDERAL HOME LOAN BANK	X		150,000.	164,532.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,362,950.	2,473,382.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,362,950.	2,473,382.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FMI FDS INC	1,525,000.	1,528,069.	
IVY LARGE CAP GROTH FUND - 1	404,600.	479,649.	
JPMORGAN US LARGE CAP CORE PLUS FUND	1,748,004.	1,619,016.	
ASTON FDS TAMRO S CAP I	130,000.	158,614.	
ISHARES RUSSELL MIDCAP INDEX FUND	398,914.	359,858.	
JPMORGAN RUSSELL 2000 INDEX FUND	211,663.	231,924.	
JPMORGAN HIGHBRIDGE STATISTICAL	385,000.	377,758.	
JPMORGAN MID CAP VALUE FUND	250,000.	310,741.	
CAUSEWAY INTERNATIONAL VALUE FUND	509,129.	310,712.	
DODGE & COX INTERNATIONAL STOCK	676,339.	538,355.	
IVY GLOBAL NATURAL RESOURCE-1	130,000.	160,306.	
JPMORGAN ASIA EQUITY FUND	572,057.	661,526.	
JPMORGAN INTREPID INTERNATIONAL FUND	280,810.	215,018.	
MANNING & NAPIER FUND INC	544,129.	715,419.	
MATTHEWS PACIFIC TIGER FUND -CLI	592,687.	662,080.	
NUVEEN NWQ VALUE OPPORTUNITIES FUND	308,258.	469,341.	
AMERICAN TOWER CORP	271,916.	382,200.	
APPLE INC.	178,312.	389,235.	
BERKSHIRE HATHAWAY INC DEL	472,970.	664,600.	
CISCO SYSTEMS INC	140,921.	420,189.	
CROWN CASTLE INTERNATIONAL CORP	221,773.	282,240.	
EXXON MOBIL CORP	104,863.	205,830.	
HEWLETT-PACKARD CO	378,577.	377,680.	
KRAFT FOODS INC A	431,014.	394,050.	
MC DONALDS CORP	452,438.	456,560.	
PEPSICO INC	449,784.	469,280.	

QUALCOMM INC	338,553.	337,350.
RANGE RESOURCES CORP	402,585.	493,600.
SOUTHWESTERN ENERGY CO	125,773.	256,080.
I SHARES FTSE/XINHUA CHINA 25	217,899.	491,040.
ISHARES MSCI EMERGING MARKET INDEX	381,795.	389,100.
SPDR GOLD TRUST	446,735.	494,250.
CITIGROUP INC	498,760.	516,145.
1,000 MASCO CORP	10,174.	12,920.
1,100 D R HORTON INC	10,193.	12,551.
30 NVR INC	14,925.	19,121.
475 PULTE HOMES	10,526.	9,342.
475 QUANTA SERVICES INC	11,045.	10,512.
425ACE LTD	17,744.	22,721.
800 ALLSTATE CORP	20,783.	24,496.
500 TRAVELERES COS INC/THE	24,780.	24,615.
1,300 CAPITAL LTD -CLASS A	17,791.	22,698.
145 CME GROUP INC	59,024.	44,688.
650 CREDIT SUSISSE GROUP-SPON AD	29,575.	36,173.
625 DEUTSCHE BANK AS REGISTERED	26,441.	47,981.
175 FRANKLIN RESOURCES INC	15,920.	17,605.
1,135 GOLDMAN SACHS GROUP INC	136,916.	209,237.
775 MORGAN STANLEY	35,393.	23,932.
425 VISA INC - CLASS A SHRS	28,436.	29,372.
300 CAPITAL ONE FINANCIAL CORP	4,105.	10,719.
700 LINCOLN NATIONAL CORP	9,245.	18,137.
925 METLIFE INC	25,417.	35,215.
650 UNUM GROUP	9,955.	13,936.
1,200 AETNA INC	34,172.	33,396.
275 BANK OF NEW YORK MELLON CORP	8,408.	7,972.
4,825 JPMORGAN CHASE & CO	173,312.	211,432.
650 BANK OF AMERICA CORP	11,622.	10,998.
850 BB&T CORP	22,811.	23,154.
1,300 REGIONS FINANCIAL CORP	5,200.	8,073.
2,100 US BANCORP	38,946.	45,906.
350 AMERICAN TOWER CORP-CL A	10,720.	12,740.
4,200 AT&T INC	150,736.	113,442.
12,200 SPRINT NEXTEL CORP	65,181.	48,190.
1,100 VODAFONE GROUP PLC-SP ADR	20,073.	24,750.
850 NISOURCE INC	11,307.	11,807.
1,900 RRI ENERGY INC	10,171.	13,566.
3,075 CBS CORP-CLASS B	42,853.	37,054.
525 THE WALT DISNEY CO.	9,437.	14,417.
2,700 TIME WARNER INC	65,845.	77,706.
900 VIACOM INC-CLASS B	15,341.	25,236.
1,390 TIME WARNER CABLE	46,513.	59,895.
5,750 NEWSW CORP	40,520.	68,943.
315 GOOGLE INC-CL A	155,308.	156,193.
900 CELGENE CORP	50,396.	50,310.
2,175 GILEAD SCIENCES INC	101,910.	101,312.
350 GLAXOSMITHKLINE PLC-SPON AD	10,012.	13,829.
1,200 MERCK & CO. INC.	42,945.	37,956.
6,300 PFIZER INC	123,106.	104,265.
2,200 SCHERING-PLOUGH CORP	49,456.	62,150.
1,300 TEVA PHARMACEUTICAL-SPON AD	58,452.	65,728.

275 BAXTER INTERNATIONAL INC	15,346.	15,678.
625 MEDCO HEALTH SOLUTIONS INC	26,252.	34,569.
550 ALCON INC	71,131.	76,269.
200 COLGATE-PALMOLIVE CO	13,065.	15,256.
475 PROCTOR & GAMBLE CO	24,979.	27,512.
1,200 ALTRIA GROUP INC	19,952.	21,372.
650 BUNGE LTD	29,654.	40,697.
100 GENERAL MILLS INC	6,240.	6,438.
850 SMITHFIELD FOODS INC	11,185.	11,730.
1,050 ARCHER-DANIELS-MIDLAND CO	28,424.	30,681.
850 CONSTELLATION	12,068.	12,878.
875 PEPSICO	54,496.	51,328.
200 MCDONALD'S CORP	11,434.	11,414.
250 BLACK & DECKER CORP	12,015.	11,573.
700 JOHNSON CONTROLS INC	17,771.	17,892.
150 AMAZON.COM INC	11,339.	14,004.
900 COSTCO WHOLESALE CORP	48,909.	50,814.
800 HOME DEPOT INC	16,490.	21,312.
575 J.C. PENNEY CO INC	12,557.	19,406.
1,200 KOHL'S CORP	51,383.	68,460.
1,100 LIMITED BRANDS INC	9,315.	18,689.
2,895 LOWE'S COS INC	55,383.	60,621.
1,800 MACY'S INC	38,898.	32,922.
800 TARGET CORP	32,370.	37,344.
550 WAL-MART STORES INC	26,720.	27,000.
850 FREEPORT-MCMORAN COPPER & GOLD	44,832.	58,319.
80 RIO TINTO PLC ADR	14,385.	13,623.
850 AK STEEL HOLDING CORP	17,985.	16,771.
925 ARCELORMITTAL-NY REGISTERED	33,709.	34,355.
250 AIR PRODUCTS & CHEMICALS INC	18,895.	19,395.
2,100 DU POINT (E.I.) DE NEMOURS	55,718.	67,494.
150 EMERSON ELECTRIC CO	4,172.	6,012.
175 UNITED TECHNOLOGIES CORP	10,751.	10,663.
700 DANAHER CORP	42,070.	47,124.
1,000 ILLINOIS TOOL WORKS	39,055.	42,710.
900 INGERSOLL-RAND PLC	19,902.	27,603.
200 SPX CORP	10,839.	12,254.
650 TEXTRON INC	6,605.	12,337.
650 NORTHROP GRUMMAN CORP	30,394.	33,638.
800 CATERPILLAR INC	29,999.	41,064.
2,400 CISCO SYSTEMS INC	29,334.	56,496.
1,200 CORNING INC	10,281.	18,372.
2,825 NOKIA CORP-SPON ADR	33,408.	41,302.
2,000 QUALCOMM INC	85,503.	89,960.
1,150 ALTERA CORPORATION	21,718.	23,587.
4,600 INTEL CORP	80,750.	90,022.
350 KLA-TENCOR CORPORATION	11,950.	12,551.
3,100 MOTOROLA INC	24,357.	26,629.
1,407 TAIWAN SEMICONDUCTOR-SP ADR	14,496.	15,421.
835 APPLE INC	110,198.	154,784.
2,300 DELL INC	29,452.	35,098.
1,200 EMC CORP/MASS	18,099.	20,448.
1975 HEWLETT-PACKARD CO	65,707.	93,240.
1,700 SYMANTIC CORP	23,539.	27,999.

2,000 TYCO ELECTRONICS LTD	34,536.	44,560.
700 WESTERN DIGITAL CORP	19,564.	25,571.
400 UNION PACIFIC CORP	21,840.	23,340.
175 FEDEX CORP	11,856.	13,164.
125 UNITED PARCEL SERVICE-CL B	7,374.	7,059.
150 PETROLEO BRASILEIRO S.A.-AD	6,617.	6,885.
325 ENSCO INTERNATIONAL INC	10,610.	13,826.
700 CAMERON INTERNATIONAL CORP	29,474.	26,474.
400 NATIONAL - OILWELL CORP	13,409.	17,252.
1,700 SCHLUMBERGER LTD	98,230.	101,320.
552 APACHE CORP	51,499.	50,690.
300 EOG RESOURCES INC	20,766.	25,053.
450 BP PLC-SPONS ADR	28,296.	23,954.
325 CHEVRON CORP	25,970.	22,890.
475 CINMAREX ENERGY CO-W/I	16,717.	20,577.
125 PETROLEO BRASILEIRO-SPON AD	4,857.	4,914.
1,000 CONOCOPHILLIPS	77,711.	45,160.
900 DEVON ENERGY CORPORATION	55,250.	60,597.
1,000 NEXEN INC	22,241.	22,570.
1,000 OCCIDENTAL PETROLEUM CORP	65,986.	78,400.
2,500 VALERO ENERGY CORP	45,030.	48,475.
4,833 BERNSTEIN EMERGING MARKETS PORTFOLIO	163,476.	128,892.
195,379 ALLIANCEBERNSTEIN GLOBAL REAL ESTATE		
INVT FD II CL I	1,925,447.	1,547,398.
82,348 BERNSTEIN INTERNATIONAL PORTFOLIO	1,643,716.	1,235,219.
347,661 BERNSTEIN INTER. DURATION INSTITUTIONAL		
PORTFOLIO	5,151,638.	5,249,680.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,221,988.	28,633,256.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE PARTNERS OFFSHORE FUND	COST		
H2 03-07		500,000.	510,464.
BLACKSTONE PARTNERS OFFSHORE FUND	COST		
H2 04-08		500,000.	482,510.
JPMORGAN STRATEGIC INCOME	COST	275,000.	289,926.
JPMORGAN HIGH YIELD BOND FUND	COST	855,000.	957,409.
JPMORGAN SHORT DURATION BOND FUND	COST	1,700,000.	1,713,734.
VANGUARD FIXED INCOME SECS F	COST	500,000.	556,069.
ISHARES BARCLAYS TIPS BOND FUND	COST	550,004.	534,976.
BLACKSTONE GROUP LP	COST	440,094.	426,000.
ENTERPIRSE PRODUCTS PARTNERS LP	COST	329,669.	436,128.
KINDER MORGAN ENERGY PARTNERSHIP LP	COST	463,604.	513,190.
MAGELLAN MIDSTREAM PARTNERS LP	COST	316,075.	413,600.
ISHARES BARCLAYS TIPS BOND FUND	COST	151,667.	154,320.
ISHARES BARCLAYS AGGREGATE BOND	COST		
FUND		255,125.	262,300.

ISHARES BOXX - \$ INVESTMENT GRADE CORPORATION BOND	COST	290,855.	320,040.
ISHARES IBOXX - \$ HIGH YLD CORP BOND	COST	261,611.	302,225.
GENERAL ELEC CAP CORP	COST	799,584.	814,448.
RANGE RESOURCES CORP	COST	147,375.	151,125.
CROWN CASTLE INTL CORP	COST	434,250.	445,188.
BERNSTEIN GLOBAL STYLE BLEND 104,465	COST	2,526,588.	2,201,132.
WJA HD11 TR2 AURELIUS CAPITAL LP 440.858	COST	376,517.	554,226.
WJA HD7 TR1 DAVIDSON KEMPNER 334.392	COST	617,052.	642,836.
WJA HD7 TR5 FERNWOOD ASSOCIATES 251.673	COST	500,000.	454,158.
WJA HD9 TR2 SELECT EQUITY GR PART 127.616	COST	39,453.	20,878.
WJA HEDGE FD 7 TR7 BODLEIAN 165.956	COST	134,399.	291,254.
WJA HD12 TR4 CLAREN ROAD 196.826	COST	223,081.	277,633.
WJA HD12 TR4 L-CLAREN ROAD L INT	COST	0.	3,810.
WJA124QB (CLAREN RD (WJA HF 12/4) Q	COST	209,300.	209,510.
WJA HF 14/1 SMC CHINA FUND	COST	65,524.	86,385.
WJA HF 11/2 AURELIUS CAPITAL	COST	478,011.	149,601.
WJA HF 7/7 BODLEIAN PARTNERS	COST	117,052.	93,730.
WJA HF 7/1 DAVIDSON KEMPNER	COST	120,000.	146,678.
WJA HF 7/5 FERNWOOD	COST	153,594.	130,057.
WJA HF 12/4 CLAREN ROAD	COST	77,618.	95,652.
WJA HF 9/10 PEAK PARTNERS	COST	119,454.	144,248.
WJA HF 9/9 ACT II	COST	170,504.	141,567.
WJA HF 9/19 CRITERION	COST	26,157.	11,748.
WJA HF 3/1 NEW CASTLE PARTNERS	COST	113,105.	125,340.
WJA HF 9/2 SELECT EQUITY	COST	126,139.	118,960.
WJA 7/13 TALON	COST	7,957.	3,980.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,971,418.	15,187,035.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
RECORDING EQUIPMENT	153.	132.	21.
PRINTER	1,405.	1,125.	280.
VOICE WRITER	764.	611.	153.
BCR KIT	80.	69.	11.
POCKET SECRETARY (COMPUTER)	396.	395.	1.
COMPUTERS	5,460.	5,459.	1.
COMPUTER EQUIPMENT	420.	419.	1.
COMPUTER INSTALLATION	1,020.	1,020.	0.
TELEVISION & VCR	1,150.	1,149.	1.

CANON	7,235.	7,234.	1.
TELEPHONE	3,297.	3,297.	0.
EQUIPMENT (1500):	90.	90.	0.
SHARP MULTIFAX MACHINE	573.	573.	0.
COMPUTER INSTALLATION	404.	404.	0.
FILE CABINETS	2,158.	1,849.	309.
FILE CABINET	3,798.	3,797.	1.
MAHOGANY FILE UNIT	3,950.	3,950.	0.
FURNITURE	10,825.	10,825.	0.
FILING SYSTEM	6,850.	6,850.	0.
FURNITURE	26,423.	26,423.	0.
FURNITURE	1,272.	1,272.	0.
OFFICE EQUIPMENT	84.	84.	0.
FURNITURE & FIXTURES	1,326.	1,326.	0.
EASEL	223.	208.	15.
TELEPHONE SYSTEM	2,526.	1,962.	564.
VARIOUS EQUIPMENT	1,175.	808.	367.
CONFERENCE ROOM FURN	17,596.	12,100.	5,496.
RECEPTION ROOM FURN	2,164.	1,488.	676.
DESK CHAIRS	2,328.	1,601.	727.
BIZHUB 350 COPY MACHINE	7,500.	4,220.	3,280.
CYBER POWER 650 BATTERY BACKUP	129.	73.	56.
EQUIPMENT-RELIABLE	140.	79.	61.
COMPUTER	3,788.	3,029.	759.
COMPUTER SOFTWARE	348.	348.	0.
COMPUTER PRINTER	1,270.	1,269.	1.
ADDITIONAL RAM	325.	324.	1.
ADDITIONAL RAM	315.	314.	1.
COMPUTER	2,139.	2,138.	1.
ADDITIONAL RAM 8MB	375.	375.	0.
GRANTS SOFTWARE	2,800.	2,800.	0.
COMPUTERS & INSTALLATION	27,704.	27,704.	0.
COMPUTERS & INSTALLATIONS	5,149.	5,148.	1.
COMPUTER EQUIPMENT	1,395.	1,395.	0.
COMPUTER & INSTALLATIONS	7,614.	7,614.	0.
COMPUTERS & INSTALLATIONS	10,794.	10,794.	0.
SOFTWARE	1,668.	1,668.	0.
COMPUTER	2,248.	2,247.	1.
COMPUTER EQUIPMENT	2,250.	2,250.	0.
COMPUTER EQUIPMENT	4,138.	4,138.	0.
COMPUTER EQUIPMENT	534.	534.	0.
SOFTWARE	159.	159.	0.
SOFTWARE	234.	234.	0.
BATTERY BACKUP	185.	185.	0.
COMPUTER	3,900.	3,900.	0.
COMPUTER KEYBOARD	123.	123.	0.
SOFTWARE	205.	205.	0.
HP LASER PRINTER 4200	878.	878.	0.
19" MICRO TEK MONITOR	525.	525.	0.
COMPUTER EQUIPMENT	219.	219.	0.
COMPUTER	850.	850.	0.
COMPUTER EQUIPMENT	129.	129.	0.
COMPUTER EQUIPMENT	352.	352.	0.
SOFTWARE-WINDOWS XP	250.	250.	0.

SOFTWARE-OTHER	204.	204.	0.
COMPUTER EQUIPMENT	288.	271.	17.
COLOR LASER PRINTER	800.	777.	23.
COMPUTER	1,688.	1,591.	97.
COMPUTER EQUIPMENT	1,402.	1,321.	81.
SOFTWARE	266.	266.	0.
SCANNER	943.	889.	54.
COMPUTER EQUIPMENT	3,956.	3,273.	683.
SOFTWARE	1,000.	1,000.	0.
MONITOR & FLASH DRIVE	425.	352.	73.
POWER SUPPLY SWITCH	204.	169.	35.
2 COMPUTER WORKSTATION SETUP	1,283.	1,061.	222.
COMPUTER (KAREN)	2,165.	1,791.	374.
COMPUTER	3,273.	2,707.	566.
SOFTWARE-OUTLOOK	129.	129.	0.
SOFTWARE-PC ANYWHERE,			
ANTIVIRUS	508.	465.	43.
SOFTWARE-BLACK ICE	300.	300.	0.
HP COLOR PRINTER	1,001.	712.	289.
BATTERY BACKUP	179.	127.	52.
NOTEBOOK-DATA VISION	1,570.	1,118.	452.
SCANNERS-ETHERNET, PC NATION	1,085.	772.	313.
KEYBOARD & MOUSE	218.	156.	62.
3 MONITORS & VIDEO CARDS	1,092.	778.	314.
SWITCH & 16 PORT UPLINK	564.	401.	163.
SOFTWARE-MS OFFICE	249.	214.	35.
SOFTWARE-QUICKBOOKS 2007	170.	142.	28.
LEASEHOLD IMPROVEMENTS	34,160.	10,595.	23,565.
LEASEHOLD IMPROVEMENTS	2,612.	749.	1,863.
CARPET & INSTALLATION	1,260.	1,042.	218.
CONFERENCE ROOM IMPROVEMENTS	13,110.	9,015.	4,095.
OIL PAINTING	27,000.	0.	27,000.
BACKUP DRIVES	626.	325.	301.
EXTERNAL BACKUP DRIVE (KMP)	180.	94.	86.
LAPTOP COMPUTER & EXTERNAL			
DRIVE (KED)	1,865.	970.	895.
OTHER EQUIPMENT	449.	342.	107.
OTHER EQUIPMENT	223.	170.	53.
FLASH DRIVE 16GB USB2.0	77.	59.	18.
4 BATTERY BACKUP UNITS	516.	392.	124.
HP LASERJET PRINTER	228.	173.	55.
OLYMPUS DIGITAL VOICE RECORDER	137.	105.	32.
SHREDDER	691.	480.	211.
CHAIR (ANITA)	1,232.	855.	377.
LAPTOP CASE, STAND, KEYBOARD	230.	159.	71.
SOFTWARE-INTUIT PAYROLL	199.	150.	49.
SOFTWARE-PRINT2RDP 4.6	150.	113.	37.
TOTAL TO FM 990-PF, PART II, LN 14	305,684.	229,764.	75,920.

FORM 990-PF.	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALLEN DOUGLAS HENDERSON 450 E. LAS OLAS BLVD FORT LAUDERDALE, FL 33301	PRES-TRUSTEE 2.00	20,000.	21,552.	0.
BARBARA HENDERSON 450 E. LAS OLAS BLVD FORT LAUDERDALE, FL 33301	VP-TRUSTEE, EXEC COMM 5.50	13,250.	5,333.	0.
JAMES LYON C/O 717 5TH AVE #1700 NEW YORK, NY 10022	TREASURER-TRUSTEE 2.00	8,500.	0.	0.
LUCIA HENDERSON 450 E. LAS OLAS BLVD FORT LAUDERDALE, FL 33301	VP-TRUSTEE, EXEC COMM 5.50	20,000.	0.	0.
KAREN M PFEIFFER 2771 NE 15TH STREET FORT LAUDERDALE, FL 33304	SECRETARY/SEE PART VIII, 2 2.00	0.	0.	0.
JAMES HASSON JR 999 PEACHTREE STREET, NE ATLANTA, GA 30309	TRUSTEE 2.00	9,500.	0.	0.
ROBERT S. HINRICHS 119 WESTERN AVENUE BRATTLEBORO, VT 05301	TRUSTEE 2.00	9,500.	0.	0.
ANNE RIDER 2676 TATER LANE GUILFORD, VT 05301	TRUSTEE 2.00	20,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		100,750.	26,885.	0.

FORM 990-PF.	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	16
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KAREN PFEIFFER
P.O. BOX 14096
FORT LAUDERDALE, FL 33302

TELEPHONE NUMBER

954-764-2819

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING NAME, ADDRESS, AMOUNT, AND DURATION FOR FUNDS REQUESTED; DESCRIPTION OF THE PFOJECT OR PROGRAM; TYPE OF CHARITABLE ORGANIZATION; COPY OF IRS APPROVAL OF TAX-EXEMPT STATUS

ANY SUBMISSION DEADLINES

QUARTERLY

RESTRICTIONS AND LIMITATIONS ON AWARDS

LIMITED TO PROJECTS OR PROGRAMS OF CHARITABLE ORGANIZATIONS INVOLVING THE PREPARATION OF CHILDREN TO LEARN WHEN THEY ENTER SCHOOL, CREATE AND SUSTAIN AFFORDABLE AND EFFECTIVE CHILDCARE, STRENGTHEN THE BOND BETWEEN COMMUNITIES, FAMILIES, AND CHILDREN, BUILD ORGANIZATIONAL CAPACITY OF NON-PROFIT ORGANIZATIONS, PREPARATION OF CHILDREN TO LEARN WHEN THEY ENTER SCHOOL.

FORM 990-PF. GRANTS AND CONTRIBUTIONS STATEMENT 17
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
MUSEUM OF DISCOVERY & SCIENCE, 401 SW 2ND ST, FORT LAUDERDALE, FL 33312-1707	NONE FAMILY SCIENCE PROGRAM	PUBLIC CHARITY	15,000.
ATHENA COUNCIL INC, P.O. BOX 1072, MANCHESTER CENTER, VT 05255	NONE VERMONT SCHOOL MODERNIZATION INITIATIVE	PUBLIC CHARITY	25,000.
BIG BROTHERS BIG SISTERS OF BROWARD, INC. 4101 RAVENSWOOD RD, STE 226 , FORT LAUDERDALE, FL 33312	NONE QUALITY MATCH SUPPORT PROJECT	PUBLIC CHARITY	32,000.
BONNYVALE ENVIRONMENTAL EDUCATION CENTER POST OFFICE BOX 2318 , BRATTLEBORO, VT 05303-2318	NONE NATURE EXPLORERS: A SCIENCE INQUIRY PROGRAM	PUBLIC CHARITY	15,000.
BOYS & GIRLS CLUB OF BURLINGTON INC 62 OAK STREET, BURLINGTON, VT 05401-2830	NONE KNOW HOW 2 GO PROJECT	PUBLIC CHARITY	15,000.
BOYS & GIRLS CLUB OF WHITE RIVER VALLEY P.O. BOX 237, RANDOLPH, VT 05060	NONE GRANT COORDINATOR INITIATIVE	PUBLIC CHARITY	16,835.
BOYS & GIRLS CLUB OF BROWARD COUNTY 877 NW 61 STREET, FORT LAUDERDALE, FL 33309	NONE STRENGTHENING AND GROWING THROUGH VOLUNTEERS	PUBLIC CHARITY	50,000.

A.D. HENDERSON FOUNDATION, INC.			23-7047045
BRATTLEBORO RETREAT, P.O. BOX 803, BRATTLEBORO, VT 05302-0803	NONE MULBERRY BUSH EARLY LEARNING CENTER	PUBLIC CHARITY	9,773.
BROWARD CHILDREN'S CENTER INC, 200 SE 19TH AVENUE, POMPAHO BEACH, FL 33060-7	NONE CONSCIOUS DISCIPLINE PROJECT	PUBLIC CHARITY	10,701.
BROWARD PERFORMING ARTS FOUNDATION INC 201 SW 5TH AVENUE, FT LAUDERDALE, FL 33312-7112	NONE LEARNING THROUGH THE ARTS	PUBLIC CHARITY	29,250.
BROWARD REGIONAL HEALTH PLANNING COUNCIL 915 MIDDLE RIVER DR, STE 120 , FT LAUDERDALE, FL 33304-3544	NONE CONTINUATION OF HEALTHY FAMILIES BROWARD	PUBLIC CHARITY	23,000.
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE, BURLINGTON, VT 05401-1422	NONE MAGNET SCHOOLS COMMUNICATIONS STRATEGY	GOVERNMENT	25,000.
CHILDREN'S LITERACY FOUNDATION, 1536 LOOMIS HILL ROAD , WATERBURY CENTER, VT	NONE RECRUITING DONORS FOR RURAL LIBRARY SPONSORSHIPS	PUBLIC CHARITY	19,650.
CHITTENDEN COMMUNITY TELEVISION, 294 NORTH WINOOSKI AVENUE , BURLINGTON, VT	NONE COMMONGOODVT.ORG PROJECT	PUBLIC CHARITY	25,000.
CITY OF BURLINGTON / BURLINGTON CITY ARTS 149 CHURCH STREET, BURLINGTON, VT 054-1-8429	NONE MENTOR ARTS	GOVERNMENT	15,000.
CITY OF CORAL SPRINGS, FL 2801 CORAL SPRINGS DRIVE, CORAL SPRINGS, FL 33065	NONE YOUTH MENTORING PROGRAM	GOVERNMENT	15,000.

CITY OF HOLLYWOOD, FL 1405 SOUTH 28TH AVENUE, HOLLYWOOD, FL 33020	NONE P.R.I.D.E. AFTERSCHOOL PROGRAM	GOVERNMENT	30,000.
COMMUNITY FOUNDATION OF BROWARD, 1401 EAST BROWARD BLVD STE 100 , FT LAUDERD	NONE LEADERSHIP EXCELLENCE SERIES	PUBLIC CHARITY	40,000.
COMMUNITY FOUNDATION OF BROWARD, 1401 EAST BROWARD BLVD STE 100 , FT LAUDERD	NONE ANNUAL UNSOLICITED GENERAL PURPOSES GRANT	PUBLIC CHARITY	10,000.
COMMUNITY TELEVISION FOUNDATION, 14901 N.E. 20TH AVE, MIAMI, FL 33181	NONE KIDVISION VOLUNTARY PRE-KINDERGARTEN	PUBLIC CHARITY	35,000.
CORAL SPRINGS MUSEUM OF ART INC, 2855 CORAL SPRINGS DRIVE, CORAL SPRINGS, FL	NONE NEW ARTS PARTNERSHIP FOR SENIORS AND KIDS	PUBLIC CHARITY	10,000.
DEERFIELD BEACH HOUSING AUTHORITY 533 S. DIXIE HIGHWAY, SUITE 201, DEERFIELD BEACH, FL 33441	NONE COMMUNITY ADVOCATING, MENTORING AND EDUCATING YOUTH	GOVERNMENT	22,100.
EARLY LEARNING COALITION OF BROWARD COUNTY 6301 NW 5TH WAY, STE 3400, FT LAUDERDALE, FL 33309	NONE EARLY CARE & EDUCATION PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	50,000.
EARTHWALK VERMONT INC, P.O. BOX 21, PLAINFIELD, VT 05667	NONE EARTHWALK FOR LOW INCOME YOUTH & FAMILIES	PUBLIC CHARITY	20,000.

EVERYBODY WINS SOUTH FLORIDA INC, 9830 SW 77 AVENUE, STE 225, MIAMI, FL 3315	NONE	PUBLIC CHARITY	20,000.
	POWER LUNCH EXPANSION TO BROWARD COUNTY		
FAIRBANKS MUSEUM AND PLANETARIUM, 1302 MAIN STREET , ST. JOHNSBURY, VT 05819	NONE	PUBLIC CHARITY	25,000.
	FAIRBANKS NEW EXPLORER'S CLUB		
FAMILY CENTRAL INC, 850 SW 81 AVENUE, N. LAUDERDALE, FL 33068-2001	NONE	PUBLIC CHARITY	15,400.
	VPK/PRESCHOOL CONFERENCE 2009		
FAMILY OF HUMANITY, INC., 3896 FARRAGUT STREET , HOLLYWOOD, FL 33021	NONE	PUBLIC CHARITY	10,000.
	TEEN DEVELOPMENT AND GROWTH PROGRAM		
FIRST CALL FOR HELP OF BROWARD INC 3217 NW 10TH TERRACE, STE 307, FORT LAUDERDALE, FL 33309	NONE	PUBLIC CHARITY	40,000.
	CASE MANAGEMENT		
FLIPANY, 1350 EAST SUNRISE BLVD., #127 , FORT LAUDERDALE, FL 33304	NONE	PUBLIC CHARITY	17,380.
	CONTINUATION OF OPERATION FRONTLINE		
FRIENDS OF BURLINGTON GARDENS, P.O. BOX 4504, BURLINGTON, VT 05406-4504	NONE	PUBLIC CHARITY	25,000.
	HEALTHY CITY YOUTH INITIATIVE		
FUTUREPOINT, INC., 3440 NORTHEAST 12TH AVE , OAKLAND PARK, FL 33334	NONE	PUBLIC CHARITY	20,000.
	I AM CONNECTING PROGRAM		

GREENSBORO WONDER & WISDOM INC, P.O. BOX 300, GREENSBORO, VT 05841-0300	NONE MUSIC AND MOVEMENT PROJECT	PUBLIC CHARITY	15,000.
HEALTHY MOTHERS-HEALTHY BABIES, P. O. BOX 350446 , FT LAUDERDALE, FL 33315	NONE COMMUNITY FATHERHOOD INITIATIVE	PUBLIC CHARITY	50,000.
HISPANIC UNITY OF FLORIDA, INC., 5840 JOHNSON STREET , HOLLYWOOD, FL 33021-5	NONE UNITY 4 KIDS	PUBLIC CHARITY	35,000.
HORSES AND THE HANDICAPPED OF S. FLORIDA P.O. BOX 273542, BOCA RATON, FL 33427-3542	NONE INFORMATION & TECHNOLOGY INITIATIVE	PUBLIC CHARITY	15,970.
INSIDE OUT THEATRE COMPANY, P.O. BOX 267355, FORT LAUDERDALE, FL 33326-7355	NONE ARTS EMPOWER	PUBLIC CHARITY	12,271.
JACK AND JILL CHILDREN'S CENTER, INC. 1315 WEST BROWARD BLVD , FORT LAUDERDALE, FL 33312-1716	NONE QUALITY ENHANCEMENT PROGRAM	PUBLIC CHARITY	36,885.
JEWISH COMMUNITY CENTERS OF SOUTH BROWARD 5850 SOUTH PINE ISLAND ROAD, DAVIE, FL 33328-5900	NONE PARTNERSHIPS IN LEARNING	PUBLIC CHARITY	14,620.
KIDS ON THE BLOCK - VERMONT INC, 249 NORTH WINOOSKI AVE, STE 125, BURLINGTON	NONE ORGANIZATIONAL TRANSITION PLANNING	PUBLIC CHARITY	24,858.

KING STREET YOUTH CENTER, INC., P. O. BOX 1615 , BURLINGTON, VT 05402-1615	NONE TEEN REACH	PUBLIC CHARITY	40,000.
LAKE CHAMPLAIN BASIN SCIENCE CENTER INC ONE COLLEGE STREET, BURLINGTON, VT 05401	NONE INQUIRY SCIENCE IN THE SCHOOLS (ISS)	PUBLIC CHARITY	25,000.
LINKING LEARNING TO LIFE INC, 52 INSTITUTE ROAD, BURLINGTON, VT 05401-2721	NONE PROGRAM TO INSPIRE LEADERSHIP, OPPORTUNITY AND THOUGHT	PUBLIC CHARITY	20,000.
LOCAL MOTION INC, 1 STEEL STREET #103, BURLINGTON, VT 05401	NONE BIKE RECYCLE VERMONT YOUTH TRAINING PROGRAM	PUBLIC CHARITY	16,000.
LUND FAMILY CENTER INC, P.O. BOX 4009, BURLINGTON, VT 05406-4009	NONE QUALITY IMPROVEMENT FOR CHILDCARE PROGRAM	PUBLIC CHARITY	20,000.
MAHOGANY YOUTH CORPORATION, 1060 NW 85 STREET, MIAMI, FL 33150	NONE TEACH A CHILD TO FISH	PUBLIC CHARITY	10,000.
MARLBORO COLLEGE, P.O. BOX A , MARLBORO, VT 05344-0300	NONE CONTINUATION OF NON-PROFIT MANAGEMENT CERTIFICATE PROGRAM	PUBLIC CHARITY	25,000.
MOBIUS, INC., 431 PINE STREET , BURLINGTON, VT 05401	NONE DIRECTOR OF RECRUITING & PROGRAM SUPPORT	PUBLIC CHARITY	28,000.
MONTSHIRE MUSEUM OF SCIENCE, ONE MONTSHIRE ROAD, NORWICH, VT 05055	NONE BUILDING SCIENCE EDUCATION INFRASTRUCTURE IN	PUBLIC CHARITY	25,779.

NELSON FOUNDATION, INC., 450 E. LAS OLAS BLVD STE #850, FORT LAUDERDALE, FL	AFFILIATE GENERAL SUPPORT	PRIVATE FOUNDATION	342,750.
NEW ENGLAND YOUTH THEATER INC, 100 FLAT STREET, BRATTLEBORO, VT 05301	NONE CONTINUATION OF TECHNICAL THEATER PROGRAM	PUBLIC CHARITY	15,000.
NORTHERN STAGE COMPANY, P. O. BOX 4287 , WHITE RIVER JUNCTION, VT 05001-4287	NONE PROJECT PLAYWRIGHT	PUBLIC CHARITY	10,000.
P.A.C.E. CENTER FOR GIRLS INC, 2225 NORTH ANDREWS AVENUE, WILTON MANORS, FL	NONE PROJECT GEM (GIRLS ENGAGED IN MATH)	PUBLIC CHARITY	30,000.
PARTNERS IN ACTION, INC., 1350 EAST SUNRISE BLVD, STE 106 , FORT LAUDERDALE,	NONE KEEP IT COOL: SAVE OUR HOME	PUBLIC CHARITY	7,500.
PUTNEY FAMILY SERVICES, INC., P. O. BOX 463 , PUTNEY, VT 05346-0463	NONE TWEEN CENTER AFTER SCHOOL PROGRAM	PUBLIC CHARITY	11,623.
REACH OUT AND READ INC, 56 ROLAND STREET, SUITE 100D, BOSTON, MA 02129-1243	NONE VERMONT BOOK PRESCRIPTIONS	PUBLIC CHARITY	35,000.
SCHOOL BOARD OF BROWARD COUNTY 1643 N. HARRISON PKWY, BLDG H, SUNRISE, FL 33323	NONE THE FAMILY CONNECT PROJECT	GOVERNMENT	38,923.

SENIOR VOLUNTEER SERVICES, INC., 4701 N.W. 33RD AVENUE , OAKLAND PARK, FL 33	NONE FOSTER GRANDPARENT PROGRAM	PUBLIC CHARITY	30,000.
SHARE-A-PET ORG INC, 3699 N. DIXIE HWY, OAKLAND PARK, FL 33334	NONE PET-ASSISTED THERAPY	PUBLIC CHARITY	10,000.
SHELBURNE MUSEUM INC, P.O. BOX 1072, SHELBURNE, VT 05482-0010	NONE NEW SCHOOL GROUP EDUCATION PROGRAMS	PUBLIC CHARITY	25,000.
SOMALI BANTU COMMUNITY ASSN OF VERMONT 130 W. CANAL STREET, STE 2, WINOOSKI, VT 05404	NONE KEYS TO SUCCESS PROJECT	PUBLIC CHARITY	11,360.
SOUTH FLORIDA SCIENCE MUSEUM INC, 4801 DREHER TRAIL NORTH, WEST PALM BEACH,	NONE SCIENTIFIC FRONTIER: LEARNING IN MOTION	PUBLIC CHARITY	54,797.
STERN CENTER FOR LANGUAGE & LEARNING 135 ALLEN BROOK LANE , WILLISTON, VT 05495-9209	NONE BUILDING BLOCKS FOR LITERACY YEAR 8	PUBLIC CHARITY	56,250.
SUSAN B ANTHONY CENTER INC, 1633 POINCIANA DRIVE, PEMBROKE PINES, FL 33025	NONE CHILDREN'S RESIDENTIAL SERVICES	PUBLIC CHARITY	40,000.
DONORS FORUM, 200 SOUTH BISCAYNE BLVD #3300, MIAMI, FL 33131	NONE ANNUAL UNSOLICITED GENERAL PURPOSES GRANT	PUBLIC CHARITY	15,000.

THE FAMILY PLACE INC, 319 US ROUTE 5 SOUTH, NORWICH, VT 05055-9431	NONE JEWELRIOS	PUBLIC CHARITY	25,000.
THE MENTOR CONNECTOR, 77 WOODSTOCK AVENUE , RUTLAND, VT 05701	NONE ARTS MENTORS AND SCHOOL BASED MENTORING	PUBLIC CHARITY	20,000.
UNITED CHILDREN'S SERVICES OF BENNINGTON 100 LEDGE HILL DRIVE, BENNINGTON, VT 05201-0588	NONE MENTORING MORE KIDS	PUBLIC CHARITY	25,000.
UNITED WAY OF CHITTENDEN COUNTY, INC. 412 FARRELL STREET , SOUTH BURLINGTON, VT 05403	NONE CONTINUATION OF COMMUNITY IMPACT PROGRAM	PUBLIC CHARITY	15,000.
UNITED WAY OF CHITTENDEN COUNTY, INC. 412 FARRELL STREET , SOUTH BURLINGTON, VT 05403	NONE CHILD CARE FOOD NETWORK	PUBLIC CHARITY	15,000.
VERMONT CENTER FOR DEAF & HARD OF HEARING 209 AUSTINE DRIVE, BRATTLEBORO, VT 05301-2694	NONE LITTLE ARROWS CHILDCARE CENTER	PUBLIC CHARITY	25,000.
VERMONT CENTER FOR THE BOOK, P.O. BOX 423 136 MAIN STREET , CHESTER, VT 0514	NONE MOTHER GOOSE CARES YEAR 8	PUBLIC CHARITY	87,254.
VERMONT COMMUNITY FOUNDATION, P. O. BOX 30 , MIDDLEBURY, VT 05753-0030	NONE ANNUAL UNSOLICITED GENERAL PURPOSES GRANT	PUBLIC CHARITY	25,000.

VERMONT COMMUNITY FOUNDATION, P. O. BOX 30 , MIDDLEBURY, VT 05753-0030	NONE EARLY CHILDHOOD LEADERSHIP TEAMS	PUBLIC CHARITY	15,000.
VERMONT COMMUNITY FOUNDATION, P. O. BOX 30 , MIDDLEBURY, VT 05753-0030	NONE VERMONT COMMUNITY PRESCHOOL COLLABORATIVE	PUBLIC CHARITY	50,000.
VERMONT HUMANITIES COUNCIL, 11 LOOMIS STREET, MONTPELIER, VT 05602	NONE YEAR 8 OF NEVER TOO EARLY PROGRAM	PUBLIC CHARITY	86,250.
VERMONT PRINCIPALS' ASSOCIATION INC 2 PROSPECT STREET, SUITE 3, MONTPELIER, VT 05602	NONE STUDENT VOICE PROJECT	PUBLIC CHARITY	50,000.
VOLUNTEER ACTION CENTER OF BROWARD COUNTY 4800 N. STATE ROAD 7, STE F102, LAUDERDALE LAKES, FL 33319	NONE GARDEN OF FEEDING	PUBLIC CHARITY	18,140.
VT CHILD CARE INDUSTRY & CAREERS COUNCIL 145 PINE HAVEN SHORES RD. SUITE 2001, SHELBURNE, VT 05482	NONE MENTOR SUPPORTED PROFESSIONAL DEVELOPMENT IN VERMONT	PUBLIC CHARITY	13,982.
WINDHAM CHILD CARE ASSOCIATION INC 130 BIRGE STREET, BRATTLEBORO, VT 05301-6460	NONE FAMILY, FRIEND & NEIGHBOR CHILD CARE OUTREACH	PUBLIC CHARITY	14,456.
YOUNG AT ART OF BROWARD, INC., 11584 WEST STATE ROAD 84, DAVIE, FL 33325-402	NONE CAPACITY BUILDING PROJECT	PUBLIC CHARITY	30,000.

A.D. HENDERSON FOUNDATION, INC.

23-7047045

YOUNG WRITERS PROJECT, INC., 69 NONE
SWIFT STREET, STE 300 , SOUTH
BURLINGTON, VT

PUBLIC
CHARITY

25,000.

ON-LINE WRITING CENTERS

TOTAL TO FORM 990-PF, PART XV, LINE 3A

2,418,757.

FORM 990-PF. OTHER REVENUE STATEMENT 18

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
REFUND PRIOR YEAR GRANT DISTRIBUTIONS					70,193.
FEDERAL EXCISE TAX REFUND					101,847.
FEDERAL INCOME TAX REFUND					2,924.
K-1 WJ&A HEDGE FUND #3			14	<2,653.>	
K-1 WJ&A HEDGE FUND #7			14	15.	
K-1 WJ&A HEDGE FUND #7			14	<57,217.>	
K-1 WJ&A HEDGE FUND #9			14	48,495.	
K-1 WJ&A HEDGE FUND #11			14	<20,901.>	
K-1 WJ&A HEDGE FUND #12			14	<3,992.>	
K-1 WJ&A HEDGE FUND #14			14	<1,631.>	
K-1 BERNSTEIN GLOBAL STYLE BLEND			14	<1,462.>	
K-1 CALUMET SPECIALTY PROD PARTNERS			14	<22,430.>	
K-1 DCP MIDSTREAM PARTNERS			14	<6,692.>	
K-1 ENTERPRISE PROD PARTNERS			14	<7,403.>	
K-1 KINDER MORGAN ENERGY PARTNERS			14	<40,994.>	
NONTAXABLE INCOME FROM PASSTHROUGHS			14	991.	
NONDEDUCTIBLE EXP FROM PASSTHROUGHS			14	<93,241.>	
TOTAL TO FORM 990-PF, PG 11, LN 11				<209,115.>	174,964.

A. D. HENDERSON FOUNDATION, INC.
FORM 990-PF — FYE 9/30/2009 — EIN 23-7047045
PART VII-B, ITEM 5c

Expenditure Responsibility Statement

Attachment required by Regulations section 53.4945-5(d)

Name of Grantee	Adm. Wm. Nelson Foundation
Address of grantee	450 East Las Olas Boulevard, Suite 850 Fort Lauderdale, FL 33301-2292
Date of grant	9-30-2009
Total amount of grant	\$342,750
Purpose of grant	General support to improve the lives of children and families through education.
Amounts expended by grantee	\$342,700
Date of reports from grantee	November 18, 2009

To the knowledge of the Foundation, none of the grantees named above has diverted any portion of the grant funds (or the income there from in the case of endowment grants) from the purpose of the grant. No verification has been required because the Foundation has no reason to doubt the accuracy or reliability of the reports furnished by the grantees.

The Foundation maintains in its files (1) each agreement for the grants identified above, (2) each report received from each grantee identified above, and (3) any reports of the foundation's staff regarding the grants identified above.