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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE HENDERSON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O MG FINANCIAL, 300 GRANITE STREET

Room/suite

408

City or town, state, and ZIP code

BRAINTREE, MA 02184

A Employer identification number

04-3506549

B Telephone number

617-859-9274

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 foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 1,913,867. (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)

Revenue

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 363,877.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees STMT 4

17 Interest

18 Taxes STMT 5

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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			
	2	Savings and temporary cash investments	126,619.	85,330.	85,330.
	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			
	b	Investments - corporate stock STMT 7	803,555.	708,180.	966,591.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	929,665.	845,062.	861,946.
	14	Land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	1,859,839.	1,638,572.	1,913,867.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	1,700,768.	1,700,768.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	159,071.	<62,196.>	
Net Assets or Fund Balances	30	Total net assets or fund balances	1,859,839.	1,638,572.	
	31	Total liabilities and net assets/fund balances	1,859,839.	1,638,572.	

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	1,859,839.
2	Enter amount from Part I, line 27a	2	<221,267.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,638,572.
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	1,638,572.

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 STATEMENTS				
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 363,877.		491,617.	<127,740.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			<127,740.>	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	<127,740.>
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))
2008	118,049.	2,022,140.	.058378
2007	118,285.	2,437,309.	.048531
2006	117,397.	2,293,711.	.051182
2005	108,352.	2,261,503.	.047911
2004	96,790.	2,117,585.	.045708

2 Total of line 1, column (d)	2	.251710
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	.050342
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,736,792.
5 Multiply line 4 by line 3	5	87,434.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	159.
7 Add lines 5 and 6	7	87,593.
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	115,382.

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 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 ☒ and enter 1% of Part I, line 27b		1	159.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	159.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	159.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	320.	
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	320.	
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	161.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

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
1b 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
1c 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) MA		
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(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MG FINANCIAL Located at ► 300 GRANITE STREET, SUITE 408, BRAINTREE, MA	Telephone no ► 781-848-1163 ZIP+4 ► 02184		
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	N/A	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	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 2009?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

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

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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
ROBERT P. HENDERSON 3495 NORTH SAVANNAH PLACE VERO BEACH, FL 32963	TRUSTEE 1.00	0.	0.	0.
CAROL T. HENDERSON 3495 NORTH SAVANNAH PLACE VERO BEACH, FL 32963	TRUSTEE 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000**0**

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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	1,648,855.
b	Average of monthly cash balances	1b	114,386.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,763,241.
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	1,763,241.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,449.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,736,792.
6	Minimum investment return. Enter 5% of line 5	6	86,840.

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	86,840.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	159.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	159.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,681.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	86,681.
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	86,681.

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	115,382.
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	115,382.
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	159.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	115,223.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				86,681.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005	43.			
c From 2006	5,382.			
d From 2007	71.			
e From 2008	17,514.			
f Total of lines 3a through e	23,010.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	115,382.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				86,681.
e Remaining amount distributed out of corpus	28,701.			
5 Excess distributions carryover applied to 2009 (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	51,711.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	51,711.			
10 Analysis of line 9				
a Excess from 2005	43.			
b Excess from 2006	5,382.			
c Excess from 2007	71.			
d Excess from 2008	17,514.			
e Excess from 2009	28,701.			

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

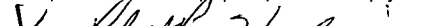
- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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		05/07/10 Date	TRUSTEE Title
	Paid Preparer's Use Only Preparer's signature  SONIA STINGO		Date 05/05/10	Check-if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code LIVINGSTON & HAYNES, P.C. 40 GROVE STREET WELLESLEY, MA 02482-7711		Preparer's identifying number P00110563	
			EIN  04-2536173	
			Phone no (781)237-3339	

THE HENDERSON FAMILY FOUNDATION

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	.32 SHARES OF ALLEGHANY CORP	P	07/07/00	04/27/09
b	200 SHARES OF ALTERA CORP	P	VARIOUS	12/21/09
c	100 SHARES OF AMERICAN EXPRESS	P	02/21/08	06/29/09
d	103 SHARES OF ASCENT MEDIA		VARIOUS	06/26/09
e	700 SHARES OF CIMAREX ENERGY	P	12/18/02	11/20/09
f	.2271 SHARES OF DIRECTV-A		05/30/00	12/09/09
g	1034 SHARES OF DISCOVERY COMM		VARIOUS	12/02/09
h	100 SHARES OF DRESSER-RAND GROUP		08/08/07	10/14/09
i	1400 SHARES OF GENERAL ELECTRIC		VARIOUS	03/18/09
j	1670 SHARES OF LIBERTY MEDIA		VARIOUS	06/01/09
k	.60 SHARES OF LIBERTY MEDIA		05/30/00	11/24/09
l	400 SHARES OF NATIONAL INSTRUMENTS		11/16/00	10/21/09
m	300 SHARES OF PEABODY ENERGY CORP		10/06/06	07/22/09
n	1200 SHARES OF SLM CORPORATION		VARIOUS	05/21/09
o	100 SHARES OF WHITE MOUNTAINS INSURANCE		09/27/00	03/23/09

(a) 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 75.		46.	29.
b 4,547.		4,274.	273.
c 2,400.		4,451.	<2,051.>
d 2,807.		2,468.	339.
e 31,813.		11,776.	20,037.
f 7.		5.	2.
g 33,479.		15,117.	18,362.
h 3,222.		3,492.	<270.>
i 14,181.		48,371.	<34,190.>
j 10,304.		38,257.	<27,953.>
k 30.		16.	14.
l 10,901.		10,350.	551.
m 9,608.		10,626.	<1,018.>
n 7,388.		28,037.	<20,649.>
o 18,246.		25,206.	<6,960.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			29.
b			273.
c			<2,051.>
d			339.
e			20,037.
f			2.
g			18,362.
h			<270.>
i			<34,190.>
j			<27,953.>
k			14.
l			551.
m			<1,018.>
n			<20,649.>
o			<6,960.>

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 }

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

2

3

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	317.429 SHARES OF DODGE & COX INTL FUND		VARIOUS	03/09/09
b	2,638.109 SHARES OF DODGE & COX INTL FUND		VARIOUS	03/09/09
c	ISHARES		VARIOUS	VARIOUS
d	POWERSHARES - SECTION 1256		VARIOUS	VARIOUS
e	POWERSHARES - SECTION 1256		VARIOUS	VARIOUS
f	137 SHARES OF ISHARES IBOXX		11/04/08	10/02/09
g	32 SHARES OF ISHARES IBOXX		12/22/08	10/02/09
h	845 SHARES OF ISHARES MSCI		04/16/09	10/02/09
i	296 SHARES OF ISHARES S&P		06/03/09	10/02/09
j	276 SHARES OF ISHARES S&P		06/03/09	11/20/09
k	98 SHARES OF ISHARES RUSSELL		12/18/08	02/04/09
l	215 SHARES OF ISHARES RUSSELL		12/18/08	03/05/09
m	143 SHARES OF ISHARES FUNDTSE		06/24/08	06/02/09
n	100 SHARES OF SPDR TRUST		10/31/08	02/04/09
o	164 SHARES OF VANGUARD ITL EQTY		10/09/08	06/02/09

(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 5,012.		12,504.	<7,492.>
b 41,651.		103,917.	<62,266.>
c 2.			2.
d 15.			15.
e 22.			22.
f 14,293.		12,156.	2,137.
g 3,339.		3,188.	151.
h 12,646.		9,945.	2,701.
i 8,498.		9,153.	<655.>
j 8,724.		8,529.	195.
k 4,474.		4,787.	<313.>
l 7,613.		10,501.	<2,888.>
m 5,530.		6,402.	<872.>
n 8,467.		9,695.	<1,228.>
o 6,174.		5,797.	377.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<7,492.>
b			<62,266.>
c			2.
d			15.
e			22.
f			2,137.
g			151.
h			2,701.
i			<655.>
j			195.
k			<313.>
l			<2,888.>
m			<872.>
n			<1,228.>
o			377.

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

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

THE HENDERSON FAMILY FOUNDATION

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	79 SHARES OF VANGUARD REIT		02/04/09	07/13/09
b	96 SHARES OF CURRENCYSHARES		10/17/07	12/16/09
c	195 SHARES OF ISHARES S&P		02/20/08	10/02/09
d	130 SHARES OF ISHARES BARCLAYS		02/20/08	06/02/09
e	156 SHARES OF ISHARES BARCLAYS		07/03/06	06/02/09
f	221 SHARES OF SPDR BARCLAYS		03/04/08	12/16/09
g	53 SHARES OF SPDR GOLD TRUST		07/03/06	02/04/09
h	31 SHARES OF SPDR GOLD TRUST		07/03/06	12/23/09
i	81 SHARES OF SPDR GOLD TRUST		02/20/08	12/23/09
j	147 SHARES OF VANGUARD REIT		02/20/08	07/13/09
k	81 SHARES OF VANGUARD TOTAL STOCK MKT		07/03/06	06/02/09
l	66 SHARES OF VANGUARD TOTAL STOCK MKT		07/03/06	12/16/09
m	UNITED HEALTH GROUP CLASS ACTION PROCEEDS	P	VARIOUS	VARIOUS
n	CAPITAL GAINS DIVIDENDS			
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 2,300.		2,440.	<140.>
b 10,592.		8,240.	2,352.
c 5,598.		11,228.	<5,630.>
d 11,913.		11,887.	26.
e 15,773.		15,429.	344.
f 12,863.		12,474.	389.
g 4,701.		3,304.	1,397.
h 3,297.		1,933.	1,364.
i 8,616.		7,543.	1,073.
j 4,279.		8,716.	<4,437.>
k 3,868.		5,156.	<1,288.>
l 3,705.		4,201.	<496.>
m 75.			75.
n 829.			829.
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<140.>
b			2,352.
c			<5,630.>
d			26.
e			344.
f			389.
g			1,397.
h			1,364.
i			1,073.
j			<4,437.>
k			<1,288.>
l			<496.>
m			75.
n			829.
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	<127,740.>
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY INVESTMENTS - INT ON CASH BALANCES	35.
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	24.
STATE STREET - AGENCY A/C	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	62.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	9,539.	124.	9,415.
FIDELITY INVESTMENTS	17,560.	705.	16,855.
STATE STREET - AGENCY A/C	13,556.	0.	13,556.
TOTAL TO FM 990-PF, PART I, LN 4	40,655.	829.	39,826.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	3,074.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,074.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE STREET - FIDUCIARY FEES	687.	687.		0.
INVESTMENT MANAGEMENT FEES - EAGLE	10,654.	10,654.		0.
LIVINGSTON & HAYNES - TAX PREPARATION	2,695.	1,348.		1,347.

INVESTMENT MANAGEMENT FEES			
~ MG FINANCIAL	6,000.	6,000.	0.
INVESTMENT MANAGEMENT FEES			
~ WINDWARD	2,076.	2,076.	0.
FIDELITY CUSTODY FEE	35.	35.	0.
TO FORM 990-PF, PG 1, LN 16C	22,147.	20,800.	1,347.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES FROM DIVIDENDS	216.	216.		0.
TO FORM 990-PF, PG 1, LN 18	216.	216.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASS FORM PC FILING FEE	35.	0.		35.
OTHER DEDUCTIONS - ISHARES	85.	85.		0.
OTHER DEDUCTIONS - POWERSHARES	6.	6.		0.
TO FORM 990-PF, PG 1, LN 23	126.	91.		35.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
118 SHS ALLEGHANY CORP	17,093.	32,568.
2,600 SHS COMCAST CORP CL A	49,710.	41,626.
950 SHS NATIONAL INSTRUMENTS CORP	20,941.	27,978.
800 SHS NEWFIELD EXPLORATION CO	15,297.	38,584.
500 SHS NOBLE ENERGY INC	9,781.	35,610.
262 SHS LIBERTY MEDIA INTL INC A	3,900.	5,735.
1,400 SHS PROGRESSIVE CORP (OHIO)	8,723.	25,186.
2,100 SHS MICROSOFT CORPORATION	55,900.	64,008.

1,334 SHS UNITEDHEALTH GROUP INC	19,641.	40,660.
1,400 SHS WASTE MANAGEMENT INC	28,522.	47,334.
1,900 SHS ALTERA CORP	36,614.	42,997.
600 SHS PRAXAIR INC	24,450.	48,186.
900 SHS WAL-MART STORES INC	41,345.	48,105.
1,200 SHS WILLIS GROUP HOLDINGS LTD	40,684.	31,656.
1,100 SHS COCA COLA	45,786.	62,700.
1,417 SHS LIBERTY GLOBAL INC - SERIES C	25,885.	30,976.
334 SHS LIBERTY MEDIA HOLD	4,218.	7,976.
400 SHS MILLIPORE	24,831.	28,940.
300 SHS DRESSER-RAND GROUP INC	10,474.	9,483.
500 SHS 3M CO	37,304.	41,335.
1,434 SHS DISCOVERY COMMUNICATIONS - C	24,783.	38,030.
600 SHS ECOLAB	21,020.	26,748.
600 SHS AMERICAN EXPRESS CO	24,877.	24,312.
1,336 SHS DIRECTV	21,317.	44,556.
133 SHS LIBERTY MEDIA-STARZ	2,353.	6,138.
200 SHS MCDONALDS	11,796.	12,488.
500 SHS NEWS CORP	3,319.	6,845.
400 SHS FIDELITY NATL INFO SVCS	7,390.	9,376.
1,400 SHS YAHOO!	20,743.	23,492.
400 SHS THERMO FISHER SCIENTIFIC	13,584.	19,076.
800 SHS WR BERKLEY CORP	18,804.	19,712.
500 SHS NESTLE SA SPONSORED ADR	17,095.	24,175.
TOTAL TO FORM 990-PF, PART II, LINE 10B	708,180.	966,591.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD GNMA FUND	COST	363,749.	377,716.
STRATTON SMALL CAP VALUE FUND	COST	223,527.	212,350.
769 SHS VANGUARD TOTAL STOCK MKT INDEX	COST	46,991.	43,349.
285 SHS ISHARES RUSSELL 2000 INDEX	COST	16,690.	17,795.
184 SHS ISHARES BARCLAYS TIPS BOND FUND	COST	19,183.	19,118.
401 SHS ISHARES FTSE/XINHUA CHINA 25	COST	11,598.	16,946.
204 SHS ISHARES TR GS INVESTOP	COST	20,857.	21,976.
135 SHS SPDR GOLD TRUST	COST	10,564.	14,487.
261 SHS VANGUARD BOND INDEX FUND	COST	19,732.	20,512.
282 SHS VANGUARD INTL EQTY INDEX	COST	9,968.	12,298.
364 SHS POWERSHS DB COMMDTY INDX	COST	8,914.	8,962.
252 SHS POWERSHS QQQ TRUST	COST	11,501.	11,529.
203 SHS SPDR SERIES TRUST ETF	COST	11,610.	11,340.
WISDOMTREE DREYFUS ETF	COST	11,588.	11,440.
CLAYMORE EXCH TRADED FD	COST	7,882.	9,723.
ISHARES MSCI GRMNY IDX	COST	11,095.	11,624.

ISHARES MSCI JPN IDX FD	COST	9,753.	11,269.
ISHARES TR BARCLAYS BOND	COST	13,229.	13,024.
ISHARES TRUST ETF	COST	16,631.	16,488.
TOTAL TO FORM 990-PF, PART II, LINE 13		845,062.	861,946.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138	NONE CHARITABLE	509(A) 1 PUBLIC CHARITY	10,000.
BOSTON ATHENAEUM 10 1/2 BEACON STREET BOSTON, MA 02108	NONE CHARITABLE	509(A) 1 PUBLIC CHARITY	5,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVE BOSTON, MA 02115	NONE CHARITABLE	509(A) 1 PUBLIC CHARITY	10,000.
BRIGHAM & WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON, MA 02115	NONE CHARITABLE	509(A) 1 PUBLIC CHARITY	5,000.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE CHARITABLE	509(A) 1 PUBLIC CHARITY	25,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	NONE CHARITABLE	509(A) 1 PUBLIC CHARITY	20,000.
NOBLE & GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 02026	NONE CHARITABLE	509(A) 1 PUBLIC CHARITY	10,000.

THE HENDERSON FAMILY FOUNDATION

04-3506549

THE AMOS TUCK SCHOOL NONE
100 TUCK HALL HANOVER, NH 03755 CHARITABLE

509(A) 1 4,000.
PUBLIC
CHARITY

TRINITY CHURCH NONE
COPLEY SQUARE BOSTON, MA 02116 CHARITABLE

509(A) 1 5,000.
PUBLIC
CHARITY

VERO BEACH MUSEUM OF ART NONE
3001 RIVERSIDE PARK DRIVE VERO CHARITABLE
BEACH, FL 32963

509(A) 1 10,000.
PUBLIC
CHARITY

DARTMOUTH COLLEGE NONE
DARTMOUTH COLLEGE HANOVER, NH CHARITABLE
03755

509(A) 1 10,000.
PUBLIC
CHARITY

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

114,000.