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

2009

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 change

Use the IRS label Otherwise, print or type See Specific Instructions.	Name of foundation HENDERSON FOUNDATION C/O ERNEST HENDERSON III		A Employer identification number 04-6051095
	Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 420		Room/suite
	City or town, state, and ZIP code SUDSBURY, MA 01776		B Telephone number 978-443-4646
			C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
► \$ 9,418,909. (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				N/A	
1 Contributions, gifts, grants, etc., received					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	246,180.	246,180.			STATEMENT 1
5a Gross rents	9,345.	9,345.			STATEMENT 2
b Net rental income or (loss)	9,345.				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	913,973.	11,255.			
7 Capital gain net income (from Part IV, line 2)		11,255.			
8 Net short-term capital gain		11,255.			
9 Income modifications Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	71.	71.			STATEMENT 3
12 Total Add lines 1 through 11	266,851.	266,851.			
Operating and Administrative Expenses		10,476.	5,238.		5,238.
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	15,250.	13,725.		1,525.
c Other professional fees					
17 Interest		5,407.	5,407.		0.
18 Taxes	STMT 5	14,185.	1,963.		125.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		242.	0.		242.
23 Other expenses	STMT 6	61,507.	56,975.		4,532.
24 Total operating and administrative expenses Add lines 13 through 23		107,067.	83,308.		11,662.
25 Contributions, gifts, grants paid		179,000.			179,000.
26 Total expenses and disbursements. Add lines 24 and 25		286,067.	83,308.		190,662.
27 Subtract line 26 from line 12.		<19,216.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			183,543.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		104,213.	72,512.	72,512.
2	Savings and temporary cash investments		61,452.	189,630.	189,630.
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	7,349,861.	7,258,428.	8,734,966.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 8	502,392.	477,574.	411,805.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ► OTHER ASSETS)		9,438.	9,996.	9,996.
16	Total assets (to be completed by all filers)		8,027,356.	8,008,140.	9,418,909.
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.	
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted		8,027,356.	8,008,140.	
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg , and equipment fund				
31	Retained earnings, accumulated income, endowment, or other funds				
32	Total net assets or fund balances		8,027,356.	8,008,140.	
33	Total liabilities and net assets/fund balances		8,027,356.	8,008,140.	

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	8,027,356.
2	Enter amount from Part I, line 27a	2	<19,216.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1,2, and 3	4	8,008,140.
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	8,008,140.

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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 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 913,973.		936,618.			11,255.
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) 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					
b					
c					
d					
e					11,255.
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		11,255.
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	{ 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	463,520.	9,397,902.	.049322
2007	541,792.	11,485,938.	.047170
2006	386,646.	10,666,172.	.036250
2005	682,019.	10,328,818.	.066031
2004	161,785.	9,859,149.	.016410

2 Total of line 1, column (d)

2 .215183

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 .043037

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 8,286,772.

5 Multiply line 4 by line 3

5 356,638.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,835.

7 Add lines 5 and 6

7 358,473.

8 Enter qualifying distributions from Part XII, line 4

8 190,662.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	3,671.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
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-)			
3	Add lines 1 and 2			
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	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	11,776.	
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	11,776.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,105.	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	11	0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	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. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 X13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE13 X14 The books are in care of ► ERNEST HENDERSON III Telephone no. ► 978-443-4646
Located at ► P.O. BOX 420, SUDBURY, MA ZIP+4 ► 0177615 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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No

(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ►

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 X No

If "Yes," list the years ► _____, _____, _____, _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ►

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

► _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X Nob 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) ► 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► 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? ►

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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

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

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

6b

X

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
ERNEST HENDERSON III P. O. BOX 420	TRUSTEE			
SUDSBURY, MA 01776	1.00	3,492.	0.	0.
JOSEPH PETRONE P. O. BOX 1037	TRUSTEE			
DUBLIN, NH 03444	1.00	3,492.	0.	0.
BARCLAY HENDERSON P. O. BOX 420	TRUSTEE			
SUDSBURY, MA 01776	1.00	3,492.	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 VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1 N/A

0.

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	7,777,212.
b	Average of monthly cash balances	1b	213,953.
c	Fair market value of all other assets	1c	421,801.
d	Total (add lines 1a, b, and c)	1d	8,412,966.
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	8,412,966.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,194.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,286,772.
6	Minimum investment return. Enter 5% of line 5	6	414,339.

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	414,339.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,671.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,671.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	410,668.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	410,668.
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	410,668.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	190,662.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	190,662.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	190,662.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				410,668.
2 Undistributed income, if any, as of the end of 2009			0.	
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	177,944.			
c From 2006				
d From 2007				
e From 2008	4,919.			
f Total of lines 3a through e	182,863.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 190,662.			0.	
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				190,662.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	182,863.			182,863.
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				
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	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

HENDERSON FOUNDATION

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Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
Total			► 3a	179,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	523000	4 . 14		246 , 176 .	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	9 , 345 .	
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	<458 .>01		529 .	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events	523000	<316 .>18		11 , 571 .	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<770 .>		267 , 621 .	0 .
13 Total. Add line 12, columns (b), (d), and (e)				13	266 , 851 .
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

HENDERSON FOUNDATION

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. 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.

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.

Signature of officer or trustee		Date	TRUSTEE	
Preparer's signature 			Date	Title
Firm's name (or yours if self-employed), address, and ZIP code SAMET & COMPANY PC 1330 BOYLSTON STREET CHESTNUT HILL, MA 02467-2111				Check self- emp E P
Paid Preparer's Use Only				

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923622
02-02-10

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.)
a	CREDIT SUISSE #3	P	VARIOUS	04/22/09
b	CREDIT SUISSE #3	P	VARIOUS	05/29/09
c	CREDIT SUISSE #3	P	VARIOUS	06/30/09
d	DEUTSCHE	P	VARIOUS	VARIOUS
e	CREDIT SUISSE #2	P	VARIOUS	07/29/09
f	CREDIT SUISSE #3	P	VARIOUS	07/15/09
g	CREDIT SUISSE #3	P	VARIOUS	07/15/09
h	CREDIT SUISSE #3	P	VARIOUS	VARIOUS
i	CREDIT SUISSE #3	P	VARIOUS	09/30/09
j	CREDIT SUISSE #3	P	VARIOUS	VARIOUS
k	DEUTSCHE	P	VARIOUS	11/10/09
l	CREDIT SUISSE #3	P	VARIOUS	11/10/09
m	CREDIT SUISSE #3	P	VARIOUS	11/10/09
n	CREDIT SUISSE #2	P	VARIOUS	12/17/09
o	CREDIT SUISSE #2	P	VARIOUS	12/17/09

(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 246,893.		232,122.	14,771.
b 10,263.		15,725.	<5,462.>
c 6,394.		6,101.	293.
d 24,255.		23,322.	933.
e 51,195.		99,993.	<48,798.>
f 27,199.		23,546.	3,653.
g 6,704.		6,945.	<241.>
h 18,321.		15,571.	2,750.
i 16,591.		11,125.	5,466.
j 25,602.		20,558.	5,044.
k 78,800.		80,000.	<1,200.>
l 11,905.		12,563.	<658.>
m 11,255.		11,955.	<700.>
n 58,881.		54,416.	4,465.
o 26,024.		25,000.	1,024.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a						14,771.
b						<5,462.>
c						293.
d						933.
e						<48,798.>
f						3,653.
g						<241.>
h						2,750.
i						5,466.
j						5,044.
k						<1,200.>
l						<658.>
m						<700.>
n						4,465.
o						1,024.

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

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.)
a CREDIT SUISSE #2		P	VARIOUS	12/17/09
b K-1 FROM PARTNERSHIP		P		12/31/09
c K-1 FROM PARTNERSHIP		P		12/31/09
d				
e				
f				
g				
h				
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 293,691.		297,676.	<3,985. >
b			34,216.
c			<316. >
d			
e			
f			
g			
h			
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			(i) 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			<3,985. >
b			34,216.
c			<316. >
d			
e			
f			
g			
h			
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	11,255.
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	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALEX BROWN & SONS	9,532.	0.	9,532.
BANK OF AMERICA MONEY MARKET	1.	0.	1.
CHEVRON TEXACO	40,964.	0.	40,964.
COHEN STEERS REALTY	72,753.	0.	72,753.
CREDIT SUISSE	70,443.	0.	70,443.
K-1 FROM PARTNERSHIP	7,525.	0.	7,525.
K-1 FROM PARTNERSHIP	4.	0.	4.
MAYFLOWER ADVISORS, LLC	24,354.	0.	24,354.
MISCELLANEOUS	142.	0.	142.
NATIXIS	4,090.	0.	4,090.
SCHLUMBERGER	11,424.	0.	11,424.
UBS (JD 18989)	3,686.	0.	3,686.
UBS KIDDER (JJ 65192)	1,262.	0.	1,262.
TOTAL TO FM 990-PF, PART I, LN 4	246,180.	0.	246,180.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
K-1 FROM PARTNERSHIP	1	9,345.
TOTAL TO FORM 990-PF, PART I, LINE 5A		9,345.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME	<738.>	<738.>	
OTHER INVESTMENT INCOME	39.	39.	
OTHER PARTNERSHIP INCOME	1,228.	1,228.	
OTHER PARTNERSHIP LOSS	<458.>	<458.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	71.	71.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	15,250.	13,725.		1,525.
TO FORM 990-PF, PG 1, LN 16B	15,250.	13,725.		1,525.

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
STATE FILING FEE	125.	0.		125.
FOREIGN TAXES WITHHELD	942.	942.		0.
STATE TAXES	964.	964.		0.
OTHER STATE TAXES PER K-1	57.	57.		0.
FEDERAL INCOME TAX WITHHELD	12,097.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,185.	1,963.		125.

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
BOOKKEEPING AND OFFICE EXPENSES	36,380.	32,742.		3,638.
BROKER TRANSFER FEES	4,002.	4,002.		0.
INVESTMENT EXPENSES FROM PARTNERSHIP K-1	20,231.	20,231.		0.
MISCELLANEOUS	525.	0.		525.
BANK CHARGES	369.	0.		369.
TO FORM 990-PF, PG 1, LN 23	61,507.	56,975.		4,532.

HENDERSON FOUNDATION C/O ERNEST HENDERSON

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FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	7,258,428.	8,734,966.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,258,428.	8,734,966.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS/LLC	FMV	477,574.	411,805.
TOTAL TO FORM 990-PF, PART II, LINE 13		477,574.	411,805.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACCURACY IN THE MEDIA 4455 CONNECTICUT AVE N.W. #330 WASHINGTON, DC 20008	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
AMERICAN CONSERVATIVE UNION FOUNDATION 1007 CAMERON ST ALEXANDRIA, VA 22314	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
AMERICAN FOREIGN POLICY COUNCIL 1521 16TH ST. N.W. WASHINGTON, DC 20036	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
AMERICAN FRIENDS OF THE LOUVRE 60 FIFTH AVE NEW YORK, NY 10011	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
BARD COLLEGE PO BOX 5000 ANNADALEONHUDSON, NY 12504	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	10,000.
BAY PATH HOME AND COMMUNITY SERVICES 33 BOSTON POST ROAD MARLBOROUGH, MA 01752	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
BELMONT HILL SCHOOL 350 PROSPECT ST BELMONT, MA 02478	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	10,000.
BOSTON LIVING CENTER 29 STANHOPE STREET BOSTON, MA 02116	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.

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CAPITAL RESEARCH CENTER 1513 16TH STREET NW WASHINGTON, DC 200775923	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
CENTER FOR MILITARY READINESS PO BOX 51600 LIVONIA, MI 48151	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
DARTMOUTH COLLEGE DARTMOUTH COLLEGE HANOVER, NH 03755	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	10,000.
DEFENSE FORUM FOUNDATION 3014 CASTLE ROAD FALLS CHURCH, VA 22044	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
DUBLIN CHRISTIAN ACADEMY PO BOX 521 DUBLIN, NH 034449983	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
DUBLIN SCHOOL NEW HARRISVILLE RD DUBLIN, NH 03444	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
EDUCATION & RESEARCH INSTITUTE 800 MARYLAND AVE NE WASHINGTON, DC 20002	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
EMERSON HEALTHCARE FOUNDATION 133 OLD ROAD TO NINE ACRE CORNER CONCORD, MA 01742	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
FOUNDATION ENDOWMENT 611 CAMERON STREET ALEXANDRIA, VA 22314	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
FRANKLIN PIERCE COLLEGE COLLEGE ROAD PO BOX 60 RINDGE, NH 03461	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.

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FRIENDS OF LONGFELLOW HOUSE 105 BRATTLE ST CAMBRIDGE, MA 02138	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	10,000.
FRIENDS OF METROWEST MS CLINIC, INC. 152 MOORE ROAD SUDBURY, MA 01776	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
FRIENDS OF THE ASHBROOK CENTER P.O. BOX 5192 ASHLAND, OH 44805	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
HEALTHY U OF DELMARVA C/O HENSON FOUNDATION 200 MAIN ST SALISBURY, MD 21801	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	40,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
INSTITUTE OF WORLD POLITICS 1521 16TH ST NW WASHINGTON, DC 20036	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
INTERCOLLEGIATE STUDIES INSTITUTE PO BOX 4431 WILMINGTON, DE 198079957	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
JAMESTOWN FOUNDATION 1528 18TH STREET NW WASHINGTON, DC 200776196	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
LEADERSHIP INSTITUTE PO BOX 650 FOREST, VA 245510650	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
MARLBORO HOSPITAL 157 UNION STREET MARLBOROUGH, MA 01752	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.

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MCLEAN HOSPITAL 115 MILL ST BELMONT, MA 02478	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	10,000.
MINUTEMAN SENIOR SERVICES 24 3RD AVE BURLINGTOIN, MA 01803	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
MMSC FOUNDATION 3 SOUTH 4TH AVE MARSHALLTOWN, IA 50158	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
MONADNOCK COMMUNITY HOSPITAL OLD STREET ROAD #452 PETERBOROUGH, NH 03458	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
NATIONAL RIGHT TO READ FOUNDATION PO BOX 490 THE PLAINS, VA 201980490	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
NATIONAL STROKE ASSOCIATION 9707 EAST EASTER KABE ENGLEWOOD, CO 801123747	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
RECOVERY WITHOUT WALLS P.O. BOX 591 WEST FALMOUTH, MA 02574	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
SALVATION ARMY 147 BERKLEY ST BOSTON, MA 021163087	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	27,000.
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVENUE, N.W. WASHINGTON, DC 20009	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
THE PATRICK HENRY CENTER 11244 WAPLES MILL ROAD, SUITE H-2 FAIRFAX, VA 22030	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.

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WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
WELLESLEY COLLEGE 106 CENTRAL ST WELLESLEY, MA 02481	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
YOUNG AMERICAN'S FOUNDATION BOX 65 WOODLAND RD STERLING, VA 22170	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
PRIOR YEAR DONATION NEVER SPENT			<5,000.>
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>179,000.</u>