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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011For calendar year 2011 or tax year beginning **APR 1, 2011**, and ending **MAR 31, 2012**

Name of foundation DAVID W. HENDERMAN FOUNDATION, INC		A Employer identification number 23-7109635
Number and street (or P.O. box number if mail is not delivered to street address) 604 FLAT ROCK ROAD		B Telephone number (502) 425-4800
City or town, state, and ZIP code LOUISVILLE, KY 40245		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,145,372.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

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	120,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,915.	1,915.		STATEMENT 1
	4 Dividends and interest from securities	47,463.	47,463.		STATEMENT 2
	5a Gross rents	2,610.	2,610.		STATEMENT 3
	b Net rental income or (loss) <7,517.>				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	40,182.			
	b Gross sales price for all assets on line 6a 83,769.				
	7 Capital gain net income (from Part IV, line 2)		40,182.		
	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	57.	57.		STATEMENT 5	
12 Total. Add lines 1 through 11	212,227.	92,227.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 6	578.	578.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	3,580.	2,879.		0.
	19 Depreciation and depletion	5,000.	5,000.		
	20 Occupancy	1,294.	1,294.		0.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	379.	364.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	10,831.	10,115.		15.
	25 Contributions, gifts, grants paid	96,141.			96,141.
26 Total expenses and disbursements. Add lines 24 and 25	106,972.	10,115.		96,156.	
27 Subtract line 26 from line 12	105,255.				
a Excess of revenue over expenses and disbursements		82,112.			
b Net investment income (if negative, enter -0-)					
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
Assets	1 Cash - non-interest-bearing	85,349.	116,349.	116,349.
	2 Savings and temporary cash investments	268,867.	368,491.	368,491.
	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 9	683,203.	653,984.	793,092.
	c Investments - corporate bonds STMT 10	476,943.	485,793.	485,793.
11 Investments - land, buildings, and equipment basis ▶	250,750.			
Less: accumulated depreciation STMT 11 ▶	30,000.	225,750.	220,750.	
12 Investments - mortgage loans STMT 12	150,000.	150,000.	206,647.	
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,890,112.	1,995,367.	2,145,372.	
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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,890,112.	1,995,367.	
30 Total net assets or fund balances	1,890,112.	1,995,367.		
31 Total liabilities and net assets/fund balances	1,890,112.	1,995,367.		

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	1,890,112.
2 Enter amount from Part I, line 27a	2	105,255.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,995,367.
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	1,995,367.

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 83,769.		43,587.	40,182.

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			40,182.

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	40,182.
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))
2010	118,626.	1,935,546.	.061288
2009	123,759.	1,804,347.	.068589
2008	106,760.	1,852,355.	.057635
2007	124,690.	2,145,773.	.058110
2006	94,852.	2,134,238.	.044443

2 Total of line 1, column (d)	2	.290065
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	.058013
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,039,837.
5 Multiply line 4 by line 3	5	118,337.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	821.
7 Add lines 5 and 6	7	119,158.
8 Enter qualifying distributions from Part XII, line 4	8	96,156.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,642.
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	1,642.
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	1,642.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	720.	
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	720.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	922.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11		

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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> KY		
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 2011 or the taxable year beginning in 2011 (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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DAVID W. HENDERMAN Telephone no ► 502-425-4800 Located at ► 304 WHITTINGTON PKWY, SUITE 107, LOUISVILLE, KY ZIP+4 ► 40222			
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	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2011?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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 ☒ Nob 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)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
DAVID W. HENDERMAN	PRESIDENT			
604 FLAT ROCK ROAD				
LOUISVILLE, KY 40245	1.00	0.	0.	0.
MARY BETH HENDERMAN	VICE PRESIDENT			
604 FLAT ROCK ROAD				
LOUISVILLE, KY 40245	0.50	0.	0.	0.
KYLE LEE HENDERMAN	DIRECTOR			
5605 RENADA DRIVE				
CRESTWOOD, KY 40014	0.00	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

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 NONE	
	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 NONE	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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	1,489,560.
b Average of monthly cash balances	1b	406,341.
c Fair market value of all other assets	1c	175,000.
d Total (add lines 1a, b, and c)	1d	2,070,901.
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	2,070,901.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,064.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,039,837.
6 Minimum investment return. Enter 5% of line 5	6	101,992.

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	101,992.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,642.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,642.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	100,350.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	100,350.
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	100,350.

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	96,156.
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	96,156.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,156.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				100,350.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,904.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 96,156.				
a Applied to 2010, but not more than line 2a			4,904.	
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 2011 distributable amount				91,252.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				9,098.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year				
A LOVING CHOICE (PREGNANCY RESOURCE CENTER) 25 VILLAGE PLAZA SHELBYVILLE, KY 40065	N/A	PUBLIC	MISCELLANEOUS GIFTS	2,500.
ALLIANCE DEFENSE FUND 15333 N PRIMA RD SUITE 165 SCOTTSDALE, AZ 85260	N/A	PUBLIC	GENERAL FUND	5,400.
AMERICAN FAMILY ASSOCIATION OF KENTUCKY PO BOX 8089 LOUISVILLE, KY 40257	N/A	PUBLIC	GENERAL FUND	2,850.
AMERICAN RED CROSS - LOUISVILLE AREA P O BOX 1675 LOUISVILLE, KY 40201	N/A	PUBLIC	GENERAL FUND AND TORNADO RELIEF	1,500.
BOY SCOUTS OF AMERICA LINCOLN HERITAGE P O BOX 36273 LOUISVILLE, KY 40233	N/A	PUBLIC	ANNUAL FUND DRIVE	3,000.
Total	SEE CONTINUATION SHEET(S)			96,141.
b Approved for future payment				
NONE				
Total				0.

▶ 3b

0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

DAVID W. HENDERMAN FOUNDATION, INC

23-7109635

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

DAVID W. HENDERMAN FOUNDATION, INC

23-7109635

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID W. AND MARY BETH HENDERMAN 604 FLAT ROCK ROAD LOUISVILLE, KY 40245	\$ 120,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

23-7109635

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Employer identification number

23-7109635

Part III

► \$

Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed.			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH FEDERATION OF THE BLUEGRASS 1050 CHINOE RD SUITE 112 LEXINGTON, KY 40502	N/A	PUBLIC	GENERAL FUND FOR ANNUAL CAMPAIGN	1,500.
CHRISTIAN BUSINESS MEN'S COMMITTEE P O BOX 8009 CHATTANOOGA, TN 37414	N/A	PUBLIC	GENERAL FUND	250.
COUNCIL ON DEVELOPMENTAL DISABILITIES FKA COUNCIL ON MENTAL RETARDATION 1146 S THIRD ST LOUISVILLE, KY 40203	N/A	PUBLIC	GENERAL FUND AND CAMPING EXPENSES	7,450.
KY CPA EDUCATIONAL FOUNDATION 1735 ALLIANT AVE LOUISVILLE, KY 40299	N/A	PUBLIC	ACCOUNTING SCHOLARSHIPS	3,500.
EASTERN AREA COMMUNITY MINISTRIES 9104 WESTPORT ROAD LOUISVILLE, KY 40253	N/A	PUBLIC	CHRISTMAS AND GENERAL FUND	2,750.
FELLOWSHIP CHURCH LOUISVILLE 11001 BLUEGRASS PKWY, SUITE 150 LOUISVILLE, KY 40299	N/A	PUBLIC	GENERAL FUND	12,000.
FELLOWSHIP FOR CHRISTIAN ATHLETES 2815 S 2ND ST LOUISVILLE, KY 40208	N/A	PUBLIC	GENERAL FUND AND CAMPING EXPENSES	4,500.
FOCUS ON THE FAMILY COLORADO SPRINGS, CO 80995	N/A	PUBLIC	GENERAL FUND	4,000.
GIFTS, CLOTHING AND FOOD TO MISC CHARITABLE ORGANIZATIONS, LOUISVILLE, KY VARIOUS LOCATIONS LOUISVILLE, KY	N/A	PUBLIC	GENERAL FUND	3,341.
IN TOUCH MINISTRIES, DR CHARLES STANLEY P O BOX 7900 ATLANTA, GA 30357	N/A	PUBLIC	GENERAL FUND	1,300.
Total from continuation sheets				80,891.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INSIGHT FOR LIVING, REV CHARLES SWINDOLL P O BOX 269000 PLANO, TX 75026	N/A	PUBLIC	GENERAL FUND	1,100.
JOHN HAGEE MINISTRIES 18755 STONE OAK PKWY SAN ANTONIO, TX 78258	N/A	PUBLIC	FUNDING FOR CHRISTIAN BROADCASTS	1,000.
PINEHAVEN CHRISTIAN CHILDRENS RANCH & SCHOOL BOX 940 ST IGNATIUS, MT 59865	N/A	PUBLIC	GENERAL FUND	1,800.
PLYMOUTH COMMUNITY RENEWAL CENTER 1626 W CHESTNUT ST LOUISVILLE, KY 40203	N/A	PUBLIC	GENERAL FUND	1,500.
POWER MINISTRIES P O BOX 6706 NEW ALBANY, IN 47151	N/A	PUBLIC	GENERAL FUND	200.
LIFEHOUSE INC 2710 RIEDING LOUISVILLE, KY 40206	N/A	PUBLIC	GENERAL FUND	4,000.
SALVATION ARMY - CITY 512 W KENTUCKY ST LOUISVILLE, KY 40203	N/A	PUBLIC	LOCAL GENERAL OPERATING FUND	1,500.
SOUTHEAST CHRISTIAN CHURCH 920 BLANKENBAKER PKWY LEXINGTON, KY 40253	N/A	PUBLIC	WOMENS MINISTRY AND GENERAL FUND	12,000.
ST JOHN CENTER 700 E MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	N/A	PUBLIC	GENERAL FUND	750.
WALL BUILDERS PRESENTATIONS P O BOX 397 ALED0, TX 76008	N/A	PUBLIC	GENERAL FUND	1,800.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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	CITIGROUP - CASH-IN-LIEU	P	09/28/96	05/10/11
b	500 SH BARNES AND NOBLE	P	10/25/00	05/20/11
c	400 SH FEDERAL REALTY INV TR	P	03/22/01	12/13/11
d	400 SH FEDERAL REALTY INV TR	P	10/25/00	02/10/12
e	ORCHID SUPPLY HARDWARE CL A - CASH-IN-LIEU	P		01/04/12
f	ORCHID SUPPLY HARDWARE PFD - CASH-IN-LIEU	P		01/01/12
g	MIRANT CORP - LIQUIDATING DIVIDEND	P		03/30/12
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 22.			22.
b 9,145.		6,149.	2,996.
c 36,190.		18,719.	17,471.
d 38,390.		18,719.	19,671.
e 6.			6.
f 1.			1.
g 15.			15.
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) 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			22.
b			2,996.
c			17,471.
d			19,671.
e			6.
f			1.
g			15.
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	40,182.
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

1

116261
05-01-11 # - Current year section 179 (D) - Asset disposed

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

SOURCE	AMOUNT
CHARLES SCHWAB MONEY MARKET	12.
FIRST FEDERAL SAVINGS BANK	1,902.
PNCBANK	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,915.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	28,613.	0.	28,613.
CITIZENS UNION BANK - CERTIFICATE OF DEPOSIT	5,721.	0.	5,721.
ECLIPSE BANK - CERTIFICATE OF DEPOSIT	3,129.	0.	3,129.
INTEREST ON LLC MORTGAGE LOAN	10,000.	0.	10,000.
TOTAL TO FM 990-PF, PART I, LN 4	47,463.	0.	47,463.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL PROPERTY IN 100% OWNED LLC CARROLLTON KY	1	2,610.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,610.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,000.	
REAL ESTATE TAXES		2,864.	
INSURANCE		1,294.	
LLC FILING FEES		15.	
ATTORNEY FEES		578.	
LEASE SIGN		373.	
BANK SERVICE CHARGE - NET		3.	
- SUBTOTAL -	1		10,127.
TOTAL RENTAL EXPENSES			10,127.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<7,517.>

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION - BANK OF AMERICA	57.	57.	
TOTAL TO FORM 990-PF, PART I, LINE 11	57.	57.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	578.	578.		0.
TO FM 990-PF, PG 1, LN 16A	578.	578.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRS-TAX ON NET INVESTMENT INCOME 3/31/12 ESTIMATE	701.	0.		0.
REAL ESTATE TAXES	2,864.	2,864.		0.
LLC FILING FEES	15.	15.		0.
TO FORM 990-PF, PG 1, LN 18	3,580.	2,879.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KENTUCKY STATE TREASURER-ANNUAL FILING FEE	15.	0.		15.
NET REFUND OF BANK SERVICE CHARGES	<12.>	<12.>		0.
LEASE SIGN	373.	373.		0.
BANK SERVICE CHARGE - NET	3.	3.		0.
TO FORM 990-PF, PG 1, LN 23	379.	364.		15.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
556 SH ALLSTATE CORP	6,400.	18,304.
130 SH AMERICAN ELECTRIC POWER	2,647.	5,015.
1840 SH FORD MOTOR COMPANY NEW	14,739.	22,954.
1100 SH CENTERPOINT ENERGY INC	12,268.	21,692.
243 SH DYNEGY INC	11,990.	136.
94 SH SEARS HOLDINGS CORP	4,574.	6,227.
1200 SH SOUTHERN COMPANY	4,386.	53,916.
299 SH TRAVELERS COMPANIES INC	8,938.	17,701.
556 SH EQUITY RESIDENTIAL COMMON	9,345.	34,817.
1000 SH CAMDEN PPTY TRUST REIT	28,955.	65,750.
1248 SH JPMORGAN CHASE & CO	38,401.	57,383.
1868 SH BANK OF AMERICA CORP	42,687.	17,877.
1800 SH BEAZER HOMES USA INC	11,492.	5,850.

231 SH CITIGROUP INC (REVERSE SPLIT)	43,692.	8,443.
1000 SH EDISON INTERNATIONAL	15,813.	42,510.
500 SH BARNES & NOBLE INC - SOLD	0.	0.
1000 SH FEDERAL RLTY INV TR SBI MARYLAND	46,797.	96,790.
1000 SH MACK CALI RLTY CORP	26,565.	28,820.
500 SH CINCINNATI BELL INC PFD CONV 6.75%	20,690.	20,775.
800 SH XCEL ENERGY INC	17,085.	21,176.
1000 SH CORNING INC	19,680.	14,080.
1100 SH PULTEGROUP INC	43,329.	9,735.
848 SH GAMESTOP CORP NEW CL A	13,993.	18,520.
5916 SH GENON ENERGY INC (FROM RRI ENERGY MERGER)	15,370.	11,688.
626 SH CARMAX INC	16,786.	21,691.
400 SH PNC FINANCIAL SERVICES INC	29,616.	25,796.
1797 SH REGIONS FINANCIAL CORP NEW	20,324.	11,842.
2000 SH BARCLAYS BANK PFD 7.75%	50,007.	50,400.
85 SH GREAT PLAINS ENERGY INC	2,218.	1,723.
6500 SH S Y BANCORP CAPITAL TRUST II PFD 10%	65,000.	71,370.
1000 SH ALCOA INC	10,109.	10,020.
4 SH ORCHARD SUPPLY HARDWARE CL A (SEARS SPINOFF)	80.	83.
4 SH ORCHARD SUPPLY HARDWARE PFD (SEARS SPINOFF)	8.	8.
TOTAL TO FORM 990-PF, PART II, LINE 10B	653,984.	793,092.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ECLIPSE BANK C OF D - 3/20/17	253,129.	253,129.
CITIZENS UNION BANK C OF D - 1/27/16	232,664.	232,664.
TOTAL TO FORM 990-PF, PART II, LINE 10C	485,793.	485,793.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMMERCIAL BUILDING CARROLLTON, KY	200,000.	30,000.	170,000.
LAND CARROLLTON, KY	50,750.	0.	50,750.
TOTAL TO FM 990-PF, PART II, LN 11	250,750.	30,000.	220,750.

FORM 990-PF

MORTGAGE LOANS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOAN - IN 100% OWNED LLC - WILLIAM D & MELANIE STEWART	150,000.	206,647.
TOTAL TO FORM 990-PF, PART II, LINE 12	150,000.	206,647.