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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.

2012

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation

HENDERSON FOUNDATION
C/O BARCLAY HENDERSON

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

Room/suite

6 HUBBARD PARK ROAD

City or town, state, and ZIP code

CAMBRIDGE, MA 02138

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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

J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 11,592,261. (Part I, column (d) must be on cash basis.)

A Employer identification number

04-6051095

B Telephone number

978-443-4646

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 ►

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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	1.	1.		STATEMENT 1
	5a Gross rents	326,130.	326,070.		STATEMENT 2
	b Net rental income or (loss)	15,785.	15,785.		STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	657,137.			
	b Gross sales price for all assets on line 6a	6,043,543.			
	7 Capital gain net income (from Part IV, line 2)		657,137.		
	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	<7,513. >	<7,513. >		STATEMENT 4
	12 Total. Add lines 1 through 11	991,540.	991,480.		
	13 Compensation of officers, directors, trustees, etc	30,805.	15,403.		15,402.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	2,227.	2,004.		223.
	b Accounting fees	17,341.	15,607.		1,734.
	c Other professional fees				
	17 Interest				
	18 Taxes	22,860.	22,860.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	94,788.	88,471.		6,317.
	24 Total operating and administrative expenses. Add lines 13 through 23	168,021.	144,345.		23,676.
	25 Contributions, gifts, grants paid	247,500.			247,500.
	26 Total expenses and disbursements Add lines 24 and 25	415,521.	144,345.		271,176.
	27 Subtract line 26 from line 12:	576,019.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		847,135.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	219,216.	118,611.	118,611.
	2 Savings and temporary cash investments	1,123,396.	820,667.	820,667.
	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		7.	
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 10	6,111,124.	7,224,207.
	c Investments - corporate bonds			10,351,272.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 11	256,534.	207,408.
	14 Land, buildings, and equipment: basis ►			289,930.
	Less accumulated depreciation ►			
	15 Other assets (describe ► OTHER ASSETS)		11,183.	11,781.
	16 Total assets (to be completed by all filers)		7,721,460.	8,382,674.
				11,592,261.
	17 Accounts payable and accrued expenses		111,890.	112,496.
	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)		111,890.	112,496.
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		7,609,570.	8,270,178.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances		7,609,570.	8,270,178.
	31 Total liabilities and net assets/fund balances		7,721,460.	8,382,674.

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	7,609,570.
2 Enter amount from Part I, line 27a	2	576,019.
3 Other increases not included in line 2 (itemize) ►	3	84,589.
4 Add lines 1, 2, and 3	4	8,270,178.
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	8,270,178.

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223511
12-05-12

07161023 803222 6600006

2012.04030 HENDERSON FOUNDATION C/O BA 66000061

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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 6,043,543.		5,414,606.			657,137.
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					657,137.
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	657,137.
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 the 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))
2011	533,959.	10,923,451.	.048882
2010	294,154.	10,326,421.	.028486
2009	190,662.	8,286,772.	.023008
2008	463,520.	9,397,902.	.049322
2007	541,792.	11,485,938.	.047170
2 Total of line 1, column (d)			.196868
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			.039374
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			10,905,441.
5 Multiply line 4 by line 3			429,391.
6 Enter 1% of net investment income (1% of Part I, line 27b)			8,471.
7 Add lines 5 and 6			437,862.
8 Enter qualifying distributions from Part XII, line 4			271,176.

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 ► 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

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 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	7.
6b	
6c	28,000.
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

11,016. Refunded ►

7	28,007.
8	48.
9	
10	11,016.
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
1a	X	
1b	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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?

2	X
3	
4a	X
4b	X
5	X

6	X
7	X

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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?

8b	X
9	
10	X

6	X
7	X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6	X
7	X
8b	X
9	

6	X
7	X
8b	X
9	

● By language in the governing instrument, or

6	X
7	X
8b	X
9	

6	X
7	X
8b	X
9	

● 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

6	X
7	X
8b	X
9	

6	X
7	X
8b	X
9	

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

6	X
7	X
8b	X
9	

6	X
7	X
8b	X
9	

6	X
7	X
8b	X
9	

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)

6	X
7	X
8b	X
9	

6	X
7	X
8b	X
9	

of each state as required by General Instruction G? If "No," attach explanation

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

6	X
7	X
8b	X
9	

6	X
7	X
8b	X
9	

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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223531
12-05-12

07161023 803222 6600006

6
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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► ERNEST HENDERSON III	Telephone no. ► 978-443-4646
Located at ► PO BOX 420, SUDBURY, MA		
15	ZIP+4 ► 01776	
16	15	N/A
16	Yes	No
X		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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 checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" 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 ►		
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 2012?		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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	
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 2012 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 2012.)	N/A	
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 2012?		

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 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
►

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

Yes No

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

5b

6b

X

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
ROBERTA HENDERSON P.O. BOX 420 SUDBURY, MA 01776	TRUSTEE 1.00	0.	0.	0.
AUGUSTA PETRONE P.O. BOX 1037 DUBLIN, NH 03444	TRUSTEE 1.00	0.	0.	0.
BARCLAY HENDERSON P.O. BOX 420 SUDBURY, MA 01776	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 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	
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	9,628,858.
b Average of monthly cash balances	1b	1,140,945.
c Fair market value of all other assets	1c	301,711.
d Total (add lines 1a, b, and c)	1d	11,071,514.
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	11,071,514.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	166,073.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,905,441.
6 Minimum investment return. Enter 5% of line 5	6	545,272.

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	545,272.
2a Tax on investment income for 2012 from Part VI, line 5	2a	16,943.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	16,943.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	528,329.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	528,329.
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	528,329.

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	271,176.
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	271,176.
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	271,176.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				528,329.
2 Undistributed income, if any, as of the end of 2012			259,673.	
a Enter amount for 2011 only				
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 271,176.			259,673.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				11,503.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)				
a Paid during the year				
ACCURACY IN THE MEDIA 4455 CONNECTICUT AVE N.W. #330 WASHINGTON, DC, DC 20008	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
AMERICAN FOREIGN POLICY COUNCIL 1521 16TH ST N.W. WASHINGTON, DC 20036	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BARD COLLEGE PO BOX 5000 ANNADALEONHUDSON, NY 12504	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BELMONT HILL SCHOOL 350 PROSPECT ST BELMONT, MA 02478	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
CAPE COD HOSPITAL FOUNDATION PO BOX 370 HYANNIS, MA 02601	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 247,500.
b Approved for future payment				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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				14	1.
4 Dividends and interest from securities	523000	7,866.	14	318,264.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	15,785.	
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	<17,326.>	01	9,813.	
8 Gain or (loss) from sales of assets other than inventory	523000	1,235.	18	655,902.	
9 Net income or (loss) from special events					
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)		<8,225.>		999,765.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	991,540.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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 173168 COHEN & STEERS TOTAL FUND INC: RFI		P	VARIOUS	12/31/12
b 323 ACCENTURE PLC IRELAND D CLASS SHS ISIN#IE0 0B		P	04/05/11	01/05/12
c 419 AFLAC INC COM		P	08/12/11	01/05/12
d 321 ABBOTT LABS COM		P	08/12/11	01/05/12
e 578 ARCHER DANIELS MIDLA AND CO L COM		P	05/25/11	01/05/12
f 977 BEMIS CO INC COM		P	01/24/12	05/24/12
g 229 BERKSHIRE HATHAWAY I NC DEL CL B NEW		P	05/25/11	01/05/12
h 120 CANON INC ADR REPSTG 5 SHS		P	01/24/12	05/24/12
i 624 CHINA MOBILE LTD SPO N ADR S A ISIN#US169 41M		P	01/24/12	05/24/12
j 1175 CONAGRA FOODS INC CO M		P	01/24/12	05/24/12
k 115 DARDEN RESTAURANTS I NC COM		P	01/24/12	05/24/12
l 701 EATON CORP COM MER E FF 11/30/12 OLD/1 CU G29		P	10/25/12	12/03/12
m 528 ECOPETROL S A SPONSO RED ADS ISIN#US27915 810		P	01/24/12	05/24/12
n 318 ENSCO PLC SPONSORED ADR C/A EFF 5/22/12 1 OLD		P	03/01/11	01/05/12
o 321 EXPRESS SCRIPTS INC COM MER EFF 04/03/12 1 OL		P	03/25/11	01/05/12
(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 2,404,348.		2,452,041.	<47,693.>	
b 16,854.		17,848.	<994.>	
c 18,754.		15,859.	2,895.	
d 18,108.		15,921.	2,187.	
e 16,889.		17,987.	<1,098.>	
f 29,593.		29,359.	234.	
g 17,587.		17,940.	<353.>	
h 4,749.		5,278.	<529.>	
i 31,810.		31,007.	803.	
j 29,656.		31,655.	<1,999.>	
k 6,112.		5,274.	838.	
l 36,386.		31,984.	4,402.	
m 30,206.		26,580.	3,626.	
n 15,359.		17,971.	<2,612.>	
o 15,524.		17,609.	<2,085.>	
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			<47,693.>	
b			<994.>	
c			2,895.	
d			2,187.	
e			<1,098.>	
f			234.	
g			<353.>	
h			<529.>	
i			803.	
j			<1,999.>	
k			838.	
l			4,402.	
m			3,626.	
n			<2,612.>	
o			<2,085.>	
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.)
1a	260 FLUOR CORP NEW COM	P	04/26/11	01/05/12
b	467 GENUINE PARTS CO	P	01/24/12	05/24/12
c	405 GLAXOSMITHKLINE PLC SPONS ADR	P	01/24/12	05/24/12
d	437 JP MORGAN CHASE & CO COM ISIN#US46625H10 05	P	08/12/11	01/05/12
e	1014 MATTEL INC COM	P	01/24/12	05/24/12
f	239 MCDONALDS CORP	P	02/08/11	01/05/12
g	184 NORTHROP GRUMMAN CORP CPM	P	01/24/12	05/24/12
h	548 PG & E CORP	P	01/24/12	05/24/12
i	115 PEPSICO INC	P	01/24/12	05/24/12
j	317 QUAL COMM INC	P	02/10/11	01/05/12
k	322 QUEST DIAGNOSTICS IN C COM	P	05/02/11	01/05/12
l	1476 TELEFONICA S A ADR S PONS ADR ISIN#US8793 82	P	01/24/12	05/24/12
m	104 TELEFONICA S A ADR S PONS ADR ISIN#US8793 822	P	08/16/12	10/25/12
n	997 UNILEVER PLC SPON AD R NEW ISIN#US9047677	P	01/24/12	05/24/12
o	105 WALMART STORES INC COM	P	01/24/12	05/24/12

(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 13,510.		17,867.	<4,357. >
b 28,775.		30,126.	<1,351. >
c 17,850.		18,031.	<181. >
d 15,614.		15,823.	<209. >
e 31,309.		29,497.	1,812.
f 23,888.		18,033.	5,855.
g 10,744.		11,049.	<305. >
h 23,883.		22,084.	1,799.
i 7,889.		7,620.	269.
j 17,762.		18,040.	<278. >
k 18,489.		18,279.	210.
l 17,564.		25,269.	<7,705. >
m 1,369.		1,302.	67.
n 31,542.		31,914.	<372. >
o 6,809.		6,445.	364.

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			<4,357. >
b			<1,351. >
c			<181. >
d			<209. >
e			1,812.
f			5,855.
g			<305. >
h			1,799.
i			269.
j			<278. >
k			210.
l			<7,705. >
m			67.
n			<372. >
o			364.

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 } 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 250 ACCENTURE PLC IRELAND D CLASS SHS ISIN#IE0 0B		P	02/01/12	05/24/12
b 210 CANON INC ADR REPSTG 5 SHS		P	02/01/12	05/24/12
c 497 CHINA MOBILE LTD SPO N ADR S A ISIN#US169 41M		P	02/01/12	05/24/12
d 845 CONAGRA FOODS INC CO M		P	02/01/12	05/24/12
e 1218 CONAGRA FOODS INC CO M		P	02/01/12	10/25/12
f 192 DARDEN RESTAURANTS I NC COM		P	02/01/12	05/24/12
g 252 ECOPETROL S A SPONSO RED ADS ISIN#US27915 810		P	02/01/12	05/24/12
h 7 GENUINE PARTS CO		P	02/01/12	05/24/12
i 334 MATTEL INC COM		P	02/01/12	05/24/12
j 314 NORTHROP GRUMMAN CORP CPM		P	02/01/12	05/24/12
k 241 PG & E CORP		P	02/01/12	05/24/12
l 704 PG & E CORP		P	02/01/12	10/25/12
m 203 PEPSICO INC		P	02/01/12	05/24/12
n 2482 TELEFONICA S A ADR S PONS ADR ISIN#US8793 82		P	02/01/12	05/24/12
o 1710 UNILEVER PLC SPON AD R NEW ISIN#US9047677		P	02/01/12	05/24/12

(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 14,481.		14,623.	<142.>
b 8,311.		9,045.	<734.>
c 25,336.		25,600.	<264.>
d 21,327.		22,679.	<1,352.>
e 34,256.		32,691.	1,565.
f 10,204.		9,036.	1,168.
g 14,416.		12,936.	1,480.
h 431.		449.	<18.>
i 10,313.		10,351.	<38.>
j 18,335.		18,614.	<279.>
k 10,503.		9,927.	576.
l 29,634.		28,998.	636.
m 13,926.		13,493.	433.
n 29,536.		44,186.	<14,650.>
o 54,099.		56,520.	<2,421.>

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			<142.>
b			<734.>
c			<264.>
d			<1,352.>
e			1,565.
f			1,168.
g			1,480.
h			<18.>
i			<38.>
j			<279.>
k			576.
l			636.
m			433.
n			<14,650.>
o			<2,421.>

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.)
1a	185 WALMART STORES INC COM	P	02/01/12	05/24/12
b	209 ACCENTURE PLC IRELAND D CLASS SHS ISIN#IE0 0B	P	VARIOUS	05/24/12
c	114 ACCENTURE PLC IRELAND D CLASS SHS ISIN#IE0 0B	P	VARIOUS	05/24/12
d	69 APPLE INC COM	P	04/17/09	01/05/12
e	311 BOEING CO COM	P	04/17/09	01/05/12
f	270 CONCOPHILLIPS COM	P	10/20/10	01/05/12
g	248 EXXON MOBIL	P	03/27/06	01/05/12
h	451 FIRSTENERGY CORP COM	P	09/23/10	01/06/12
i	318 FREEPORT-MCMORAN COP PER & GOLD INC CL B	P	04/17/09	01/07/12
j	800 GENERAL ELECTRIC CO COM	P	04/07/06	01/08/12
k	31 GOOGLE INC CL A	P	04/17/09	01/09/12
l	429 MERCK & CO INC NEW COM	P	09/02/10	01/10/12
m	643 MICROSOFT CORP COM	P	07/01/10	01/11/12
n	321 NORFOLK SOUTHERN CORP	P	04/29/05	01/12/12
o	257 PEPSICO INC	P	09/30/09	01/05/12

(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 11,997.		11,533.	464.
b 12,106.		12,498.	<392.>
c 6,604.		7,019.	<415.>
d 28,823.		8,432.	20,391.
e 22,890.		11,994.	10,896.
f 19,705.		16,435.	3,270.
g 21,236.		11,980.	9,256.
h 18,978.		16,008.	2,970.
i 12,532.		7,358.	5,174.
j 14,816.		27,420.	<12,604.>
k 20,432.		12,237.	8,195.
l 16,620.		15,187.	1,433.
m 17,779.		14,693.	3,086.
n 24,425.		10,098.	14,327.
o 17,021.		15,021.	2,000.

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			464.
b			<392.>
c			<415.>
d			20,391.
e			10,896.
f			3,270.
g			9,256.
h			2,970.
i			5,174.
j			<12,604.>
k			8,195.
l			1,433.
m			3,086.
n			14,327.
o			2,000.

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 }

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	72 PRAXAIR INC	P	03/28/03	01/05/12
b	100 PRAXAIR INC	P	07/17/03	01/05/12
c	237 PROCTER & GAMBLE CO COM	P	04/17/09	01/05/12
d	322 THERMO FISHER SCIENTIFIC INC	P	09/05/03	01/23/12
e	252 UNITED TECHNOLOGIES CORP COM	P	04/17/09	01/05/12
f	913 WESTERN UN CO COM	P	10/01/10	01/05/12
g	376 YUM BRANDS INC COM	P	04/17/09	01/05/12
h	2000 ANNALY CAP MGMT INC PFD SER D \$	P	09/06/12	10/10/12
i	1098 MACQUARIE GLOBAL INFRASTRUCTURE TOTAL RE TU	P	09/24/12	11/20/12
j	2000 CITIGROUP CAP XX ENHANCED TR PFD SECS TR UP	P	09/21/12	12/17/12
k	140000 INTER AMERICAN DEVELOPMENT BK IADB EURO ME	P	12/22/09	08/27/12
l	16432 FIDELITY ADVISOR EMERGING ASIA FUND CLASS A	P	03/18/94	09/24/12
m	9118.91 AUSTRALIAN DOLLAR CURRENCY	P	VARIOUS	12/31/12
n	22869.07 NORWEGIAN KRONE CURRENCY	P	VARIOUS	12/31/12
o	6150.67 NEW ZEALAND DOLLAR CURRENCY	P	VARIOUS	12/31/12

(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 7,780.		2,049.	5,731.
b 10,805.		3,063.	7,742.
c 15,775.		12,295.	3,480.
d 16,438.		7,502.	8,936.
e 18,729.		12,055.	6,674.
f 16,754.		16,109.	645.
g 22,282.		12,020.	10,262.
h 50,668.		50,005.	663.
i 21,400.		21,176.	224.
j 50,000.		51,085.	<1,085.>
k 69,400.		78,263.	<8,863.>
l 467,978.		246,480.	221,498.
m 9,052.		9,245.	<193.>
n 3,911.		3,860.	51.
o 4,958.		5,001.	<43.>

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			5,731.
b			7,742.
c			3,480.
d			8,936.
e			6,674.
f			645.
g			10,262.
h			663.
i			224.
j			<1,085.>
k			<8,863.>
l			221,498.
m			<193.>
n			51.
o			<43.>

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).

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	9418.51 AUSTRALIAN DOLLAR CURRENCY	P	VARIOUS	12/31/12
b	22827.38 NORWEGIAN KRONE CURRENCY	P	VARIOUS	12/31/12
c	22500 NORWEGIAN KRONE CURRENCY	P	VARIOUS	12/31/12
d	9045.41 NEW ZEALAND DOLLAR CURRENCY	P	VARIOUS	12/31/12
e	1000 CIMAREX ENERGY CO COM	P	11/22/02	07/05/12
f	1000 CONCEPTUS INC COM	P	08/05/04	07/05/12
g	1000 CONCEPTUS INC COM	P	11/15/04	07/05/12
h	2500 DYNAVAX TECHNOLOGIES CORP COM	P	03/04/04	07/05/12
i	2500 DYNAVAX TECHNOLOGIES CORP COM	P	04/09/08	07/05/12
j	1500 EURONET WORLDWIDE INC	P	04/09/08	07/05/12
k	10000 ESCROW GOLDEN POND HEALTHCARE INC UNIT 1 CO	P	11/07/07	12/12/12
l	5000 GRUBB & ELLIS CO COM PAR 0.01	P	02/07/08	07/05/12
m	1383 NEXPOINT CR STRATEGIES ES FD COM	P	04/09/08	07/05/12
n	500 SHIRE PLC SPONS ADR ISIN#US82481R1068	P	02/07/08	07/05/12
o	24155.29 HARRIS ASSOCIATES LA RGE-CAP VALUE FUND	P	VARIOUS	07/05/12

(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 9,350.		9,194.	156.
b 3,905.		4,131.	<226. >
c 3,848.		4,133.	<285. >
d 7,332.		6,865.	467.
e 54,923.		13,813.	41,110.
f 19,950.		9,246.	10,704.
g 19,950.		11,116.	8,834.
h 10,660.		21,607.	<10,947. >
i 10,660.		5,152.	5,508.
j 26,442.		28,140.	<1,698. >
k 155.		80,000.	<79,845. >
l 5.		26,871.	<26,866. >
m 8,470.		24,385.	<15,915. >
n 41,249.		28,317.	12,932.
o 363,296.		310,285.	53,011.

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			156.
b			<226. >
c			<285. >
d			467.
e			41,110.
f			10,704.
g			8,834.
h			<10,947. >
i			5,508.
j			<1,698. >
k			<79,845. >
l			<26,866. >
m			<15,915. >
n			12,932.
o			53,011.

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 }

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	20000 HARRIS ASSOCIATES LA RGE-CAP VALUE FUND CLA	P	VARIOUS	08/03/12
b	10000 HARRIS ASSOCIATES LA RGE-CAP VALUE FUND CLA	P	VARIOUS	09/21/12
c	10000 HARRIS ASSOCIATES LA RGE-CAP VALUE FUND CLA	P	VARIOUS	10/23/12
d	20000 HARRIS ASSOCIATES LA RGE-CAP VALUE FUND CLA	P	VARIOUS	12/11/12
e	2800 SCHLUMBERGER LTD COM ISIN#AN8068571086	P	VARIOUS	07/05/12
f	1100 EATON VANCE CORP NON VTG	P	06/23/06	10/10/12
g	0.3401 COHEN & STEERS TOTAL RETURN REALTY FUND, I	P	VARIOUS	12/04/12
h	EQUITY RESOURCE FUND XII L.P. K-1	P	VARIOUS	12/31/12
i	DEUTSCHE BANC ALEX BROWN VENTURE INVESTORS FUND,	P	VARIOUS	12/31/12
j	DEUTSCHE BANC ALEX BROWN VENTURE INVESTORS FUND,	P	VARIOUS	12/31/12
k	DEUTSCHE BANC ALEX BROWN VENTURE INVESTORS FUND,	P	VARIOUS	12/31/12
l	APOLLO GLOBAL MANAGMENT, LLC K-1	P	VARIOUS	12/31/12
m	APOLLO GLOBAL MANAGMENT, LLC K-1	P	VARIOUS	12/31/12
n	APOLLO GLOBAL MANAGMENT, LLC K-1	P	VARIOUS	12/31/12
o	APOLLO GLOBAL MANAGMENT, LLC K-1	P	VARIOUS	12/31/12
(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	304,600.		256,908.	47,692.
b	159,600.		128,454.	31,146.
c	156,600.		128,454.	28,146.
d	318,800.		256,908.	61,892.
e	184,866.		12,160.	172,706.
f	31,084.		5,506.	25,578.
g	4.			4.
h				<1. >
i				68.
j				23,261.
k				<745. >
l				4.
m				1.
n				2,718.
o				58.
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			47,692.	
b			31,146.	
c			28,146.	
d			61,892.	
e			172,706.	
f			25,578.	
g			4.	
h			<1. >	
i			68.	
j			23,261.	
k			<745. >	
l			4.	
m			1.	
n			2,718.	
o			58.	
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 KKR FINANCIAL HOLDINGS LLC K-1			P	VARIOUS	12/31/12
b KKR FINANCIAL HOLDINGS LLC K-1			P	VARIOUS	12/31/12
c KKR FINANCIAL HOLDINGS LLC K-1			P	VARIOUS	12/31/12
d KKR FINANCIAL HOLDINGS LLC K-1			P	VARIOUS	12/31/12
e CAPITAL GAINS DIVIDENDS					
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			643.		
b			1,350.		
c			272.		
d			571.		
e 1,860.			1,860.		
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			643.		
b			1,350.		
c			272.		
d			571.		
e			1,860.		
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	657,137.	
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	

HENDERSON FOUNDATION
C/O BARCLAY HENDERSON

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CAPITOL RESEARCH CENTER 1513 16TH STREET, NW WASHINGTON, DC 20036	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	2,000.
CATO INSTITUTE 1000 MASSACHUSETTS AVE, NW WASHINGTON, DC 20001	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
CENTER FOR MILITARY READINESS PO BOX 51600 LIVONIA, MI 48151	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
CENTER FOR SECURITY POLICY 1901 PENNSYLVANIA AVENUE, NW, SUITE 201 WASHINGTON, DC 20006	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	2,500.
COMMITTEE FOR A CONSTRUCTIVE TOMORROW PO BOX 65722 WASHINGTON, DC 20035	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
COMPETITIVE ENTERPRISE INSTITUTE 1899 L ST NW, FLOOR 12 WASHINGTON, DC 20036	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	2,000.
DARTMOUTH COLLEGE DARTMOUTH COLLEGE HANNOVER, NH 03755	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
DAVID HOROWITZ FREEDOM CENTER PO BOX 361269 LOS ANGELES, CA 90036	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
DEFENSE FORUM FOUNDATION 3014 CASTLE ROAD FALLS CHURCH, VA 22044	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				221,500.

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Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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
DUBLIN CHRISTIAN ACADEMY PO BOX 521 <u>DUBLIN, NH 03444</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
DUBLIN SCHOOL NEW HARRISVILLE RD <u>DUBLIN, NH 03444</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
FOUNDATION ENDOWMENT 611 CAMERON STREET <u>ALEXANDRIA, VA 22314</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
FRONT RANGE ON TRACK 218 E 6TH ST <u>LOVELAND, CO 80537</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	6,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE <u>WASHINGTON DC, DC 20002</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
HILLSDALE COLLEGE 33 EAST COLLEGE STREET <u>HILLSDALE, MI 49242</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	2,000.
INSTITUTE FOR ENERGY RESEARCH 1100 H ST NW, SUITE 400 <u>WASHINGTON, DC 20005</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
INSTITUTE OF WORLD POLITICS 1521 16TH ST NW <u>WASHINGTON DC, DC 20036</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	3,000.
INTER-COLLEGIATE STUDIES INSITIUTE 3901 CENTERVILLE ROAD <u>WILMINGTON, DE 19807</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
JOSIAH BARTLETT CENTER 7 SOUTH STATE STREET <u>CONCORD, NH 03301</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				

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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
LEADERSHIP INSTITUTE PO BOX 650 <u>FOREST, VA 10650</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	3,000.
LIBERTY HARBOR ACADEMY 1230 ELM ST <u>MANCHESTER, NH 03101</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	3,500.
LOOMIS CHAFFEE SCHOOL 4 BATCHELDER RD <u>WINSOR, CT 06095</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MEDIA RESEARCH CENTER 325 S. PATRICK ST <u>ALEXANDRIA, VA 22314</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MERCATUS CENTER 3351 NORTH FAIRFAX DRIVE <u>ARLINGTON, VA 22201</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MILTON ACADEMY 170 CENTRE STREET <u>MILTON, MA 02186</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MONADNOCK COMMUNITY HOSPITAL OLD STREET ROAD #452 <u>PETERBOROUGH, NH 03458</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,500.
NATIONAL RIGHT TO READ FOUNDATION PO BOX 490 <u>THE PLAINS, VA 80490</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
NATIONAL STROKE ASSOCIATION 9707 EAST EASTER CAGE <u>ENGLEWOOD, CO 80112</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
NEADS PO BOX 213 <u>WEST BOYLSTON, MA 01583</u>	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				

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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
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY 99-101 NEWBURY STREET BOSTON, MA 02116	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
NORTHEASTERN UNIVERSITY 400 UNTINGTON AVENUE BOSTON, MA 02115	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
NORTHWOOD UNIVERSITY 1114 WEST FM 1382 CEDAR HILL, TX 75104	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
OPERA FORT COLLINS PO BOX 503 FORT COLLINS, CO 80522	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	2,000.
PROJECT QUEST 515 SW 24TH STREET, SECOND FLOOR SAN ANTONIO, TX 78207	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
SALISBURY UNNIVERSITY 1101 CAMDEN AVE SALISBURY, MD 21801	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	20,000.
SALVATION ARMY 147 BERKLEY STREET BOSTON, MA 02116	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	12,000.
SAVE THE POUDRE WATERKEEPER PO BOX 20 FORT COLLINS, CO 80522	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
SCOLIOSIS FOUNDATION PO BOX 33158 CINCINNATI, OH 45231	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
SEATTLE UNVERSARY 2333 SEAWAY BLVD EVERETT, WA 98203	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
Total from continuation sheets				

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Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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
ST. GABRIEL SCHOOL 77 BLOOMFIELD AVE WINSOR, CT 06095	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
STATE POLICY NETWORK (SPIN) 1655 NORTH FORT MYER DRIVE, SUITE 360 ARLINGTON, VA 22209	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
THE AMERICAN STUDIES CENTER AL. NIEPODLEGOSCI 22 WARSZAWA, POLAND 02-653	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVENUE, NW WASHINGTON, DC 20009	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
THE OPEN STAGE THEATRE & COMPANY PO BOX 617 FORT COLLINS, CO 80522	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
WEST END HOUSE GIRLS CAMP 105 ALLSON STREET ALLSON, MA 02134	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
WILLOWBROOK AT NEWFIELD RESTORATION PO BOX 28 NEWFIELD, ME 04056	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
ALL NEWTON SCHOOL AND MUSIC 321 CHESTNUT ST WEST NEWTON, MA 02465	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
OLLI AT UNNIVERSITY OF DENVER 2211 SOUTH JOSEPHINE ST DENVER, CO 080208	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
Total from continuation sheets				

HENDERSON FOUNDATION
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Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN FRIENDS OF THE LOUVRE 60 FIFTH AVE NEW YORK, NY 10011	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
SOLDIERS, SAILORS, MARINES, COAST GUARD AND AIRMANS CLUB 283 LEXINGTON AVE NEW YORK, NY 10016	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	20,000.
SALISBURY SCHOOL 6279 HOBBS RD SALISBURY, MD 21804	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	10,000.
JEWISH FAMILY SERVICES 185 FREEMAN ST BROOKLINE, MA 02446	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
CAMBRIDGE ELLIS SCHOOL 80 TROWBRIDGE ST CAMBRIDGE, MA 02138	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	2,000.
SHADY HILL SCHOOL 178 COOLIDGE HILL CAMBRIDGE, MA 02138	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
BOSTON LEARNING CENTER 89 SOUTH STREET BOSTON, MA 02111	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
REED COLLEGE 3203 SE WOODSTOCK BLVD PORTLAND, OR 97202	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	5,000.
EMERSON HOSPITAL 133 OLD ROAD TO 9 ACRE CORNER CONCORD, MA 01742	NOT APPLICABLE	PUBLIC CHARITY	UNRESTRICTED	1,000.
PRIOR YEAR VOIDED CHECK				<1,000. >
Total from continuation sheets				

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

SOURCE	AMOUNT
BANK OF AMERICA MONEY MARKET	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
APOLLO GLOBAL MANAGEMENT LLC K-1	154.	0.	154.
APOLLO GLOBAL MANAGEMENT LLC K-1	25.	0.	25.
CHARLES SCHWAB	73,534.	0.	73,534.
CHEVRON TEXACO CORP	40,194.	0.	40,194.
COHEN STEERS TOTAL RETURN REALTY FUND INC	14,336.	0.	14,336.
CREDIT SUISSE 1963	7.	0.	7.
CREDIT SUISSE 3992	63,200.	0.	63,200.
CREDIT SUISSE 7907	28,468.	0.	28,468.
DBAB VENTURE INVESTORS FUND K-1	3,080.	0.	3,080.
DEUTSCHE BANK ALEC BROWN	36,963.	0.	36,963.
EQUITY RESOURCE INVESTMENTS K-1	159.	0.	159.
KKR FINANCIAL HOLDINGS LLC K-1	2,427.	0.	2,427.
KKR FINANCIAL HOLDINGS LLC K-1	7,841.	0.	7,841.
MAYFLOWER ADVISORS, LLC	48,592.	1,860.	46,732.
SCHLUMBERGER LTD	9,010.	0.	9,010.
TOTAL TO FM 990-PF, PART I, LN 4	327,990.	1,860.	326,130.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
EQUITY RESOURCE INVESTMENTS K-1	1	15,785.
TOTAL TO FORM 990-PF, PART I, LINE 5A		15,785.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EQUITY RESOURCE INVESTMENTS K-1			
1231 GAIN (LOSS)	3,954.	3,954.	
DBAB VENTURE INVESTORS FUND K-1			
OTHER INCOME	4,127.	4,127.	
MISCELLANEOUS	566.	566.	
DBAB VENTURE INVESTORS FUND K-1			
1231 GAIN LOSS	<33.>	<33.>	
DBAB VENTURE INVESTOR FUND K-1			
ORDINARY LOSS	<207.>	<207.>	
DBAB VENTURE INVESTOR FUND K-1			
OTHER PORTFOLIO DEDUCTIONS	<2.>	<2.>	
DBAB VENTURE INVESTOR FUND K-1			
INVESTMENT EXPENSE	<11,672.>	<11,672.>	
EQUITY RESOURCE INVESTMENTS K-1			
ORDINARY INCOME	120.	120.	
APOLLO GLOBAL MANAGEMENT LLC K-1			
OTHER PORTFOLIO INCOME	137.	137.	
KKR FINANCIAL HOLDINGS LLC K-1			
ORDINARY INCOME	238.	238.	
KKR FINANCIAL HOLDINGS LLC K-1			
INVESTMENT INTEREST EXPENSE	<3,898.>	<3,898.>	
KKR FINANCIAL HOLDINGS LLC K-1			
INVESTMENT EXPENSE	<1,514.>	<1,514.>	
KKR FINANCIAL HOLDINGS LLC K-1			
OTHER PORTFOLIO INCOME	349.	349.	
KKR FINANCIAL HOLDINGS LLC K-1			
ROYALTIES	322.	322.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<7,513.>	<7,513.>	

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	2,227.	2,004.		223.
TO FM 990-PF, PG 1, LN 16A	2,227.	2,004.		223.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	17,341.	15,607.		1,734.
TO FORM 990-PF, PG 1, LN 16B	17,341.	15,607.		1,734.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	5,480.	5,480.		0.
TAXES - OTHER	17,338.	17,338.		0.
DBAB VENTURE INVESTORS FUND K-1 FOREIGN TAXES	41.	41.		0.
KKR FINANCIAL HOLDINGS LLC K-1 FOREIGN TAXES	1.	1.		0.
TO FORM 990-PF, PG 1, LN 18	22,860.	22,860.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING	52,707.	47,436.		5,271.
BROKER FEES	35,481.	35,481.		0.
DBAB VENTURE INVESTORS FUND K-1 OTHER PORTFOLIO				
DEDUCTIONS	903.	903.		0.
EQUITY RESOURCE INVESTMENTS K-1 OTHER PORTFOLIO				
DEDUCTIONS	1,209.	1,209.		0.
OFFICE EXPENSE	1,101.	55.		1,046.
EQUITY RESOURCE INVESTMENTS K-1 INVESTMENT INTEREST				
EXPENSE	14.	14.		0.
APOLLO GLOBAL MANAGEMENT LLC K-1 INVESTMENT INTEREST				
EXPENSE	11.	11.		0.

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APOLLO GLOBAL MANAGEMENT LLC			
K-1 OTHER PORTFOLIO			
DEDUCTIONS	15.	15.	0.
KKR FINANCIAL HOLDINGS LLC			
K-1 INVESTMENT EXPENSE	1,383.	1,383.	0.
KKR FINANCIAL HOLDINGS LLC			
K-1 OTHER PORTFOLIO			
DEDUCTIONS	1,964.	1,964.	0.
TO FORM 990-PF, PG 1, LN 23	94,788.	88,471.	6,317.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
BOOK TO TAX DIFFERENCES	4,587.
STOCK BASIS ADJUSTMENT	80,002.
TOTAL TO FORM 990-PF, PART III, LINE 3	84,589.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	7,224,207.	10,351,272.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,224,207.	10,351,272.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS/LLC	FMV	207,408.	289,930.
TOTAL TO FORM 990-PF, PART II, LINE 13		207,408.	289,930.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions HENDERSON FOUNDATION C/O BARCLAY HENDERSON	Employer identification number (EIN) or 04-6051095
	Number, street, and room or suite no. If a P O box, see instructions 6 HUBBARD PARK ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CAMBRIDGE, MA 02138	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ERNEST HENDERSON III

- The books are in the care of ► **PO BOX 420 - SUDBURY, MA 01776**

Telephone No. ► **978-443-4646** FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension _____

ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE REPORT.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 28,007.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ► **CPA**

Date ►

Form 8868 (Rev. 1-2013)