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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation Herndon Foundation		A Employer identification number 54-6060809
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 955		B Telephone number (see the instructions) (804) 556-5900
City or town Goochland	State VA	ZIP code 23063
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 55,323,260.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) (see instructions))		(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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	208,673.	208,673.		
	4 Dividends and interest from securities	2,897,948.	2,897,948.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,779,112.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	9,287,781.			
	7 Capital gain net income (from Part IV, line 2)		4,779,112.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	7,885,733.	7,885,733.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	1,000.	1,000.		
	c Other prof fees (attach sch) L-16c Stmt	55,674.	55,674.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) Foreign Taxes Paid	9,036.	9,036.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	65,710.	65,710.		
	25 Contributions, gifts, grants paid	2,231,923.			2,231,923.
26 Total expenses and disbursements. Add lines 24 and 25	2,297,633.	65,710.		2,231,923.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	5,588,100.				
b Net investment income (if negative, enter -0-)		7,820,023.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing ..		315,481.	3,922,326.	3,922,326.
	2	Savings and temporary cash investments				
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		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 (attach schedule) ..				
		b Investments — corporate stock (attach schedule) L-10b Stmt	9,702,073.	12,696,994.	45,682,927.	
		c Investments — corporate bonds (attach schedule) ..				
	11	Investments — land, buildings, and equipment: basis .. ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ L-15 Stmt ..)	6,660,488.	5,646,822.	5,718,007.		
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	16,678,042.	22,266,142.	55,323,260.		
LIABILITIES	17	Accounts payable and accrued expenses ..				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ..)				
	23	Total liabilities (add lines 17 through 22)				
NET FUND ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here. ▶ X					
	27	Capital stock, trust principal, or current funds	2,067,323.	2,067,323.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	14,610,719.	20,198,819.		
	30	Total net assets or fund balances (see instructions)	16,678,042.	22,266,142.		
	31	Total liabilities and net assets/fund balances (see instructions)	16,678,042.	22,266,142.		

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	16,678,042.
2	Enter amount from Part I, line 27a	2	5,588,100.
3	Other increases not included in line 2 (itemize) .. ▶	3	
4	Add lines 1, 2, and 3	4	22,266,142.
5	Decreases not included in line 2 (itemize) .. ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	22,266,142.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 1550 shares of Alexander & Baldwin		P	01/11/11	03/28/12
b 25,562.37 shares of Pimco		P	01/01/11	11/05/12
c 700 shares of Vodafone		P	01/01/11	09/21/12
d 83,000 shares Lamar Media		P	01/01/11	02/10/12
e See Columns (a) thru (d)				

(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 73,983.		72,978.	1,005.
b 253,067.		250,000.	3,067.
c 20,105.		18,998.	1,107.
d 85,144.		83,623.	1,521.
e See Columns (e) thru (h)		4,200,334.	4,772,412.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,005.
b			3,067.
c			1,107.
d			1,521.
e See Columns (i) thru (l)			4,772,412.

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	4,779,112.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	

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 (column (b) divided by column (c))
2011	1,644,144.	44,449,565.	0.036989
2010	1,113,133.	34,531,622.	0.032235
2009	1,006,717.	28,301,384.	0.035571
2008	771,240.	30,942,911.	0.024925
2007	1,325,100.	33,521,975.	0.039529

2 Total of line 1, column (d)	2	0.169249
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	0.033850
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	51,724,447.
5 Multiply line 4 by line 3	5	1,750,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	78,200.
7 Add lines 5 and 6	7	1,829,073.
8 Enter qualifying distributions from Part XII, line 4	8	2,231,923.

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)

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 78,200.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 78,200.
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 78,200.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 8,081.	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c 100,000.	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7 108,081.	
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 29,881.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 29,881. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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
4 a 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 or Form 990-T for this year?		X
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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA - Virginia		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VIIA 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 <u>N/A</u>	13	X	
14	The books are in care of <u>James T. Gottwald</u> Telephone no. <u>(804) 556-5900</u> Located at <u>P.O. Box 955</u> <u>Goochland, VA</u> ZIP + 4 <u>23063</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				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
1 a 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 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 <input type="checkbox"/>	1 b	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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<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.)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?5 b ☒ X

Organizations relying on a current notice regarding disaster assistance check here.

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

6 a 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?6 b ☒ X

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

7 a 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?7 b ☐**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 (see instructions).

(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
James T. Gottwald P.O. Box 955, Goochland, VA 23063	Manager 5.00	0.	0.	0.
William Gottwald P.O. Box 2189, Richmond, VA 23217	Trustee 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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.

☐ None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). 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		None

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Not Applicable	
	0.
2 None	
	0.
All other program-related investments. See instructions	
3 None	
	0.
Total. Add lines 1 through 3	None

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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	1 a	49,802,521.
b Average of monthly cash balances	1 b	2,020,395.
c Fair market value of all other assets (see instructions)	1 c	689,213.
d Total (add lines 1a, b, and c)	1 d	52,512,129.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	52,512,129.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	787,682.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,724,447.
6 Minimum investment return. Enter 5% of line 5	6	2,586,222.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	2,586,222.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	78,200.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	78,200.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,508,022.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,508,022.
6 Deduction from distributable amount (see instructions).	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,508,022.

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	1 a	2,231,923.
b Program-related investments— total from Part IX-B.	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,231,923.
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 (see instructions)	5	78,200.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,153,723.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,508,022.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			2,206,000.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,231,923.				
a Applied to 2011, but not more than line 2a			2,206,000.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	25,923.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	25,923.			
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				
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,508,022.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	25,923.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	25,923.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- P.O. Box 2189, Richmond, VA 23217

- NONE

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

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include:

- c Any submission deadlines:

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

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>	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
a Paid during the year See Attached Statement #1 See Attached Statement #1 Various		N/A	Various	2,231,923.
Total			▶ 3 a	2,231,923.
b Approved for future payment				
Total			▶ 3 b	

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 (See instructions)
	(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	208,673.	
4 Dividends and interest from securities			14	2,897,948.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,779,112.	
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)				7,885,733.	
13 Total. Add line 12, columns (b), (d), and (e)				13	7,885,733.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

TEEA0503 03/14/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
17,000 shares of Lamar Media	P	01/01/11	02/27/12
500,000 bond of New Market	P	01/01/11	04/16/12
600 shares of Alexander & Baldwin	P	01/01/11	03/28/12
6,300 shares Vodafone Group	P	01/01/11	09/21/12
1,270 shares AT&T Inc.	P	01/01/11	10/08/12
41,666 shares of Albemarle Corporation	D	12/31/89	11/29/12
500 Shares of American Electric Power	P	01/01/11	10/08/12
600 shares of Conoco Phillips	P	01/01/11	10/08/12
415 shares Duke Energy	P	01/01/11	10/08/12
450 shares Entergy Corp.	P	01/01/11	10/08/12
525 shares of Exelon	P	01/01/11	10/08/12
945 shares of Eli Lilly Co.	P	01/01/11	10/08/12
8800 shares of New Market	D	12/31/89	12/04/12
775 shares of Total S.A. Spons	P	01/01/11	10/09/12
1015 shares of Verizon Comms.	P	01/01/11	10/08/12
900 shares of SeaDrill	P	01/01/11	10/08/12
750 shares of Transocean	P	01/01/11	10/08/12
New Market Options	P	01/01/11	09/20/12
See Attached Schedule #2	P	01/01/11	12/31/12
See Attached Schedule #3	P	01/01/11	12/31/12
Davenport Statement	P	01/01/11	12/31/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
17,099.		17,105.	-6.
517,815.		528,200.	-10,385.
28,639.		25,335.	3,304.
180,942.		182,612.	-1,670.
47,485.		45,000.	2,485.
2,545,186.		2,084.	2,543,102.
21,941.		20,000.	1,941.
34,406.		30,000.	4,406.
26,805.		25,805.	1,000.
31,498.		30,525.	973.
18,629.		17,028.	1,601.
44,947.		44,908.	39.
2,087,471.		5,993.	2,081,478.
37,933.		36,585.	1,348.
47,021.		47,000.	21.
34,964.		30,000.	4,964.
33,547.		32,541.	1,006.
37,221.		28,083.	9,138.
1,380,541.		1,235,882.	144,659.
1,785,732.		1,815,648.	-29,916.
12,924.		0.	12,924.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (h)

(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)
Total		4,200,334.	4,772,412.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-6.
			-10,385.
			3,304.
			-1,670.
			2,485.
			2,543,102.
			1,941.
			4,406.
			1,000.
			973.
			1,601.
			39.
			2,081,478.
			1,348.
			21.
			4,964.
			1,006.
			9,138.
			144,659.
			-29,916.
			12,924.
Total			4,772,412.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Engel Accounting Ser	Bookkeeping	1,000.	1,000.		
Total		1,000.	1,000.		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Davenport & Company	Portfolio Fee	38,615.	38,615.		
Bank of America	Portfolio Fee	17,059.	17,059.		
Total		<u>55,674.</u>	<u>55,674.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule#2	12,696,994.	45,682,927.
Total	<u>12,696,994.</u>	<u>45,682,927.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Styx International, Ltd.	919,582.	689,213.	689,213.
Bank of America (US Trust)	5,740,906.	4,957,609.	5,028,794.
Total	<u>6,660,488.</u>	<u>5,646,822.</u>	<u>5,718,007.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
Davenport (Bond Account)	3,878.
Bank of America	129,059.
Davenport (Regular)	75,736.
Total	<u>208,673.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Davenport (Regular)	2,703,715.
Davenport (MAD)	121,791.
US Trust	72,442.
Total	<u>2,897,948.</u>

Herndon Foundation**Statement # 1**

EIN 54-6060809

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
December 31, 2012

<u>NAME</u>	<u>Description</u>	<u>2012</u> <u>Amount</u>
A.P V.A 204 W. FRANKLIN STREET RICHMOND, VA 23220-5012		\$ 500.00
AFS-USA P.O. BOX 1857 MERRIFIELD, VA 22116-9631		\$ 250.00
AMERICAN RED CROSS		\$ 30,000.00
AMERICAN HEART ASSOCIATION - VIRGINIA 4217 PARK PLACE CT GLEN ALLEN, VA 23060		\$ 300.00
AMERICAN LUNG ASSOCIATION OF VIRGINIA Operating Fund 9221 FOREST HILL AVE RICHMOND, VA 23235		\$ 200.00
AMERICAN CIVIL WAR TRUST AT HISTORIC TREDEGAR		\$ 100,000.00
BETA GAMMA SIGMA 125 WELDEN PARKWAY MARYLAND HEIGHTS, MO 63043		\$ 100.00
BOY SCOUTS OF AMERICA R. E. LEE COUNCIL 4015 FITZHUGH AVE RICHMOND, VA 23230		\$ 2,000.00
CIVIL WAR TRUST		\$ 50,000.00
COMMUNITY IDEA STATIONS		\$ 250.00
COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE RICHMOND, VA 23225		\$ 60,000.00
FOCUSED ULTRASOUND SURGERY FOUNDA Every Year 213 7th STREET N.E. CHARLOTTESVILLE, VA 22902		\$ 100,000.00
GEORGE C. MARSHALL FOUNDATION P.O. BOX 1600		\$ 10,000.00

LEXINGTON, VA 24450-1600

GRASP 4551 COX ROAD GLEN ALLEN, VA 23060	\$ 5,000.00
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HENRICO CHRISTMAS MOTHER	\$ 300.00
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HENRY FLAGLER MUSEUM 1 WHITEHALL WAY PALM BEACH, FL 33480	\$ 500.00
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HUNTERS FOR THE HUNGRY P. O. BOX 304 BIG ISLAND, VA 24526	\$ 250.00
-----------------------------------------------------------------	-----------

JAMES RIVER ASSOCIATION 9 S. 12th Street 4th FLOOR RICHMOND, VA 23219	\$ 1,000.00
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MASSEY CANCER CENTER	\$ 10,000.00
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MAYMONT FOUNDATION	\$ 1,000.00
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MEMORIAL SLOAN-KETTERING CANCER CENTER P.O. BOX 27105 NEW YORK, NY 10087-7105	\$ 250.00
-------------------------------------------------------------------------------------	-----------

MUSEUM OF THE CONFEDERACY P.O. BOX 25549 RICHMOND, VA 23278-5549	\$ 1,000.00
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NATIONAL KIDNEY FOUNDATION 2601 WILLARD RD, SUITE 103 RICHMOND, VA 23294	\$ 100.00
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O.D.K. FOUNDATION, INC. 421 N. BROADWAY LEXINGTON, KY 40508-1301	\$ 100.00
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PALM BEACH COMMUNITY CHEST P.O. BOX 1141 PALM BEACH, FLA 33480	\$ 1,000.00
----------------------------------------------------------------------	-------------

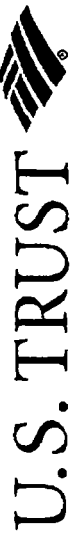
PARALYZED VETERANS P.O. BOX 96010 WASHINGTON DC 20077	\$ 100.00
-------------------------------------------------------------	-----------

RECORDING FOR THE BLIND AND DYSLEXIC 20 ROSZEL ROAD PRINCETON, NJ 08540	\$ 100.00
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THE REEVES CENTER WASHINGTON & LEE UNIVERSITY LEXINGTON, VA 24450	\$ 10,000.00
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RICHMOND SYMPHONY 300 W. FRANKLIN STREET, SUITE 103E RICHMOND, VA 23220	Regular	\$ 2,000.00
RIVER ROAD CHURCH, BAPTIST 8000 RIVER ROAD RICHMOND, VA 23229-8415 Pledged 2,000.00 per month for 2005		\$ 24,000.00
RONALD MCDONALD HOUSE 2330 MONUMENT AVENUE RICHMOND, VA 23220		\$ 250.00
SAINT GERTRUDE HIGH SCHOOL 3215 STUART AVE. RICHMOND, VA 23221	Pledge	\$ 50,000.00
SAINT JOHN'S CHURCH 2319 EAST BROAD STREET RICHMOND, VA 23223		\$ 500.00
SHELTERING ARMS HOSPITAL 806 N. BOULEVARD RICHMOND, VA 23220	Operating Fund	\$ 300.00
SMILETRAIN P.O. BOX 96208 WASHINGTON, DC 20090		\$ 250 00
TUCKAHOE VOLUNTEER RESCUE SQUAD, IN 11001 HORSEPEN ROAD RICHMOND, 23229	Operating Fund	\$ 500.00
USO WORLD HEADQUARTERS P.O. BOX 96898 WASHINGTON DC 20077-7677		\$ 1,000.00
UNITED WAY SERVICES ALEXIS DE TOCQUEVILLE SOCIETY P. O. BOX 12209 RICHMOND, VA 23241-0209 \$13,000 1 YEAR PLEDGE - STARTING 2004 ENDING 2004	Alexis De Tocqueville	\$ 25,000.00
VCU Rice Center P.O. BOX 843068 RICHMOND, VA 23284		\$ 50,000.00
VMI FOUNDATION P. O. BOX 932 LEXINGTON, VA 24450	Pledge Pmt	\$ 1,500,000.00
VA LEAGUE FOR PLANNED PARENTHOOD		\$ 1,000.00

VALENTINE RICHMOND HISTORY CENTER 1015 E. CLAY STREET RICHMOND, VA 23219		\$	1,000.00
VIRGINIA BARRIER ISLANDS CENTER P.O. BOX 206 MACHIPONGO, VA 23405		\$	50,000.00
VIRGINIA FREE ENTERPRISE P.O. BOX 8650 RICHMOND, VA 23226	Pledge Payment	\$	10,000.00
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD RICHMOND, VA 23221		\$	500.00
VIRGINIA OPERA ASSOCIATION, INC. 1503 SANTA ROSA ROAD, SUITE 234 RICHMOND, VA 23229		\$	1,500.00
VIRGINIA PERFORMING ARTS 111 VIRGINIA STREET, SUITE 402 RICHMOND, VA 23219	Pledge Payment Completes Pledge	\$	129,823.00
		\$	2,231,923.00



Bank of America Private Wealth Management

IM CO TRS THE HERNDON FOUNDATION

2012 Tax Information Letter

Account Number [REDACTED]

Page 4

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ISHARES TR LEHMAN 1-3 YR CR BD	CSJ	464288646	350	01/09/12	05/08/12	\$36,692.83	\$36,513.75	\$179.08
Total short term gain/loss from sales:						\$36,692.83	\$36,513.75	\$179.08

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	221	03/03/10	01/03/12	\$5,336.23	\$5,575.32	\$-239.09
COMCAST CORP NEW PFD		20030N408	6963	03/04/10	01/04/12	\$178,460.34	\$177,284.95	\$1,175.39
COMCAST CORP NEW PFD		20030N408	291	03/04/10	01/04/12	\$7,461.96	\$7,409.15	\$52.81
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	300	03/03/10	01/04/12	\$7,252.90	\$7,568.31	\$-315.41
METLIFE INC PFD SER B	MET PB	59156R603	4754	03/03/10	01/04/12	\$121,495.64	\$116,671.24	\$4,824.40
METLIFE INC PFD SER B	MET PB	59156R603	603	03/03/10	01/04/12	\$15,397.73	\$14,798.65	\$599.08
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	3448	03/17/10	01/04/12	\$87,684.05	\$91,691.28	\$-4,007.23
XCEL ENERGY INC JR SUB NT	PF	98389B886	1523	03/09/10	01/04/12	\$41,429.52	\$41,922.10	\$-492.58
XCEL ENERGY INC JR SUB NT	PF	98389B886	1316	03/09/10	01/05/12	\$35,945.18	\$36,224.22	\$-279.04
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	2219	03/17/10	01/05/12	\$57,199.83	\$59,008.98	\$-1,809.15
METLIFE INC PFD SER B	MET PB	59156R603	2743	03/03/10	01/05/12	\$70,128.38	\$67,317.88	\$2,810.50
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	543	03/03/10	01/05/12	\$13,220.76	\$13,698.64	\$-477.88

Statement #3

FIN

54-6060809

2012 Tax Information Letter



U.S. TRUST

Bank of America Private Wealth Management

IM CO TRS THE HERNDON FOUNDATION

Account Number

Page 5

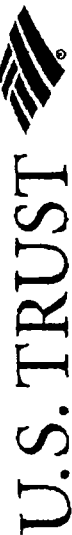
Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
COMCAST CORP NEW PFD		20030N408	621	03/04/10	01/05/12	\$15,909.96	\$15,811.28	\$98.68
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	308	03/09/10	01/06/12	\$8,409.46	\$8,478.01	\$-68.55
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	194	03/03/10	01/06/12	\$4,718.84	\$4,894.17	\$-175.33
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	890	03/17/10	01/06/12	\$22,950.43	\$23,667.42	\$-716.99
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	384	03/09/10	01/09/12	\$10,392.76	\$10,569.98	\$-177.22
VIACOM INC		92553P300	8000	03/18/10	01/09/12	\$200,000.00	\$200,240.00	\$-240.00
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	6	03/17/10	01/09/12	\$155.26	\$159.56	\$-4.30
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	644	03/17/10	01/09/12	\$16,636.52	\$17,125.63	\$-489.11
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	231	03/03/10	01/09/12	\$5,596.95	\$5,827.60	\$-230.65
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	203	03/03/10	01/10/12	\$4,927.79	\$5,121.22	\$-193.43
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	41	03/17/10	01/10/12	\$1,058.81	\$1,090.30	\$-31.49
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	843	03/09/10	01/10/12	\$22,809.62	\$23,204.42	\$-394.80
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	224	03/03/10	01/11/12	\$5,427.15	\$5,651.01	\$-223.86
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	23	03/03/10	01/11/12	\$538.66	\$580.24	\$-21.58
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	49	03/17/10	01/11/12	\$1,264.60	\$1,303.04	\$-38.44
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	113	03/09/10	01/11/12	\$3,054.58	\$3,110.44	\$-55.86
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	41	03/17/10	01/12/12	\$1,059.53	\$1,090.30	\$-30.77
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	287	03/03/10	01/12/12	\$6,994.23	\$7,240.35	\$-246.12
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	240	03/09/10	01/12/12	\$6,475.96	\$6,606.24	\$-130.28
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	304	03/03/10	01/13/12	\$7,376.60	\$7,669.22	\$-292.62
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	26	03/17/10	01/13/12	\$671.65	\$691.41	\$-19.76
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	309	03/09/10	01/13/12	\$8,326.26	\$8,505.53	\$-179.27
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	14	03/17/10	01/17/12	\$360.14	\$372.30	\$-12.16
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	165	03/03/10	01/17/12	\$4,012.72	\$4,162.57	\$-149.85
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	142	03/09/10	01/17/12	\$3,828.60	\$3,908.69	\$-80.09
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	379	03/03/10	01/18/12	\$9,258.98	\$9,561.30	\$-302.32
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	56	03/17/10	01/18/12	\$1,435.78	\$1,489.18	\$-53.40
XCEL ENERGY INC JR SUB NT PF	XCJ	98389B886	231	03/09/10	01/18/12	\$6,236.69	\$6,358.51	\$-121.82

Statement #3

EIN 54-6060809



Bank of America Private Wealth Management

2012 Tax Information Letter

Account Number [REDACTED]

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IM CO TRS THE HERNDON FOUNDATION

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	403	03/03/10	01/19/12	\$9,889.87	\$10,166.77	\$-276.90
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	32	03/17/10	01/19/12	\$819.75	\$850.96	\$-31.21
XCEL ENERGY INC JR SUB NT	PF	98389B886	391	03/09/10	01/19/12	\$10,545.95	\$10,762.66	\$-216.71
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	27	03/17/10	01/20/12	\$689.71	\$718.00	\$-28.29
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	290	03/03/10	01/20/12	\$7,095.69	\$7,316.03	\$-220.34
XCEL ENERGY INC JR SUB NT	PF	98389B886	104	03/09/10	01/20/12	\$2,802.30	\$2,862.70	\$-60.40
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	168	03/03/10	01/23/12	\$4,114.22	\$4,238.26	\$-124.04
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	128	03/17/10	01/23/12	\$3,260.92	\$3,403.85	\$-142.93
XCEL ENERGY INC JR SUB NT	PF	98389B886	197	03/09/10	01/23/12	\$5,313.07	\$5,422.62	\$-109.55
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	170	03/03/10	01/24/12	\$4,102.14	\$4,288.71	\$-186.57
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	15	03/17/10	01/24/12	\$382.12	\$398.89	\$-16.77
XCEL ENERGY INC JR SUB NT	PF	98389B886	332	03/09/10	01/24/12	\$8,939.12	\$9,138.63	\$-199.51
GOLDMAN SACHS GROUP INC PFD	GS PB	38144X500	125	03/03/10	01/25/12	\$3,014.94	\$3,153.46	\$-138.52
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	27	03/17/10	01/25/12	\$688.00	\$718.00	\$-30.00
XCEL ENERGY INC JR SUB NT	PF	98389B886	127	03/09/10	01/25/12	\$3,424.45	\$3,495.80	\$-71.35
NEXTERA ENERGY CAP HLDGS INC	FGC	65339K308	37	03/17/10	01/26/12	\$942.95	\$983.92	\$-40.97
XCEL ENERGY INC JR SUB NT	PF	98389B886	640	03/09/10	01/26/12	\$17,233.90	\$17,616.65	\$-382.75
AT&T INC SR NT	PF	00211G208	7000	03/17/10	02/15/12	\$175,000.00	\$187,467.00	\$-12,467.00
ISHARES TR LEHMAN 1-3 YR CR BD	CSI	464286646	1585	05/04/10	05/08/12	\$166,166.08	\$165,156.05	\$1,010.03
AT&T INC GLOBAL NT		00206RAF9	150000	03/05/10	06/29/12	\$153,692.55	\$161,863.50	\$-8,170.95
CREDIT SUISSE SR MEDIUM TERM		22546QAB3	150000	03/04/10	07/02/12	\$150,000.00	\$155,451.00	\$-5,451.00
Total long term gain/loss from sales:						\$1,749,038.78	\$1,779,134.10	\$-30,095.32

Herndon Foundation
Statement # 4

EIN# 54-6060809

SHARES	Description	Ending Book Value		Ending FMV
20,390	ALBEMARLE COPORATION	408	62.12	1,266,627
18,960	ALBEMARLE COPORATION	102	62.12	1,177,795
68,764	ALBEMARLE COPORATION	2103	62.12	4,271,620
73,030	ALBEMARLE COPORATION	3414	62.12	4,536,624
5,021	NEW MARKET CORPORATION	22,261	262.2	1,316,506
7,599	NEW MARKET CORPORATION	2777	262.2	1,992,458
6,299	NEW MARKET CORPORATION	1184	262.2	1,651,598
3,792	NEW MARKET CORPORATION	190	262.2	994,262
13,793	NEW MARKET CORPORATION	3906	262.2	3,616,525
22,939	NEW MARKET CORPORATION	10215	262.2	6,014,606
11,800	NEW MARKET CORPORATION	8047	262.2	3,093,960
32,040	TREDEGAR CORPORATION	12092	20.42	654,257
12,570	TREDEGAR-12570/D-	3,117	20.42	256,679
2,550	MCDONALDS	201,034	88.21	224,936
11,275	ALTRIA	295,985	31.44	354,486
3,000	HEINZ	170,876	57.68	173,040
4,300	KRAFT FOODS	200,877	45.47	195,521
3,670	PHILIP MORRIS	238,435	83.64	306,959
2,000	CHEVRON	201,913	108.14	216,280
5,600	ENCANA	177,471	19.76	110,656
2,800	ROYAL DUTCH SHELL	199,760	70.89	198,492
6,000	TEEKAY CORP.	178,614	32.1	192,600
7,900	TORTOISE MLP FUND	191,105	24.51	193,629
8,000	TORTOISE POWER & ENERGY	198,216	25.18	201,440
19,000	GLADSTONE CAPITAL CORP.	202,701	8.16	155,040
23,300	GLADSTONE INVESTMENT CORP.	183,233	6.96	162,168
4,250	SAFETY INSURANCE GROUP	198,627	46.17	196,223
4,975	SPDR EURO	156,569	34.66	172,434
4,800	GLAXOSMITHKLINE	199,147	43.47	208,656
5,400	MERCK & COMPANY	181,088	40.94	221,076
2,000	ALEXANDER & BALDWIN	43,956	29.37	58,740
4,850	PLUM CREEK TIMBER	202,020	44.37	215,195
5,700	REALTY INCOME CORP	197,699	40.21	229,197
19,000	RETAIL OPPURTUNITY	197,478	12.85	244,150
5,600	SUN COMMUNITIES	190,805	39.89	223,384
2,000	MATSON Comm.	40,494	24.72	49,440
4,500	W.P. CAREY	185,874	52.15	234,675
13000	ACM INCOME FUND	101,270	8.07	104,910
6,500	BAYTEX ENERGY TRUST	105,646	43.24	281,060
855	AMERGEN	26,270	30.72	26,266
	PREFERRED STOCKS	1,234,448		1,187,022
	CORPORATE BONDS	1,149,516		1,212,372
VARIOUS	DAVENPORT MANAGED ASSETS	5,576,051		7,289,368
	TOTAL ALL SECURITIES	12,696,994		45,682,927