Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION 420426707

A Employer identification number 65-6234202

Number and street (or P O box number if mail is not delivered to street address) C/O FIDUCIARY TRUST CO INTL - 600 FIFTH AV

Room/suite

B Telephone number (see instructions) 212- 632-3000

City or town, state, and ZIP code NEW YORK, NY 10020

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization. [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,852,029.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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) (see instructions))

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	110,586.	100,556.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	76,040.			
	b	Gross sales price for all assets on line 6a 1,648,192.				
	7	Capital gain net income (from Part IV, line 2)		76,040.		
	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) (attach schedule)				
	11	Other income (attach schedule)	8,422.	-2,003.		STMT 3
	12	**Total.** Add lines 1 through 11	195,048.	174,593.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 4	1,750.	1,400.	NONE	350.
	c	Other professional fees (attach schedule) STMT 5	49,519.	18,685.		834.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	1,760.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,761.			1,761.
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 7	85.	17.		68.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	54,875.	20,102.	NONE	3,013.
	25	Contributions, gifts, grants paid	158,500.			158,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	213,375.	20,102.	NONE	161,513.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-18,327.			
	b	**Net investment income** (if negative, enter -0-)		154,491.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	404.	477.	477.
2 Savings and temporary cash investments	91,500.	21,500.	21,500.
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 schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) STMT 8	466,885.	321,415.	380,401.
b Investments - corporate stock (attach schedule) STMT 9	1,270,230.	1,334,892.	1,480,935.
c Investments - corporate bonds (attach schedule) STMT 10	725,013.	859,263.	902,132.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 11	73,138.	59,098.	66,584.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,627,170.	2,596,645.	2,852,029.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	2,535,266.	2,596,645.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	91,904.		
30 **Total net assets or fund balances** (see instructions)	2,627,170.	2,596,645.	
31 **Total liabilities and net assets/fund balances** (see instructions)	2,627,170.	2,596,645.	

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	2,627,170.
2 Enter amount from Part I, line 27a	2	-18,327.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	8,909.
4 Add lines 1, 2, and 3	4	2,617,752.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	21,107.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,596,645.

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	PUBLICLY TRADED SECURITIES			
b				
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	1,648,192.		1,572,152.	76,040.
b				
c				
d				
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				76,040.
b				
c				
d				
e				

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	76,040.
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) (see instructions). If (loss), enter -0- in Part I, line 8		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 (col (b) divided by col (c))
2011	165,241.	2,869,206.	0.057591
2010	157,747.	2,851,672.	0.055317
2009	153,641.	2,766,800.	0.055530
2008	185,944.	3,160,051.	0.058842
2007	238,882.	3,565,854.	0.066992

2	**Total** of line 1, column (d)	2	0.294272
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	0.058854
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,572,780.
5	Multiply line 4 by line 3	5	151,418.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,545.
7	Add lines 5 and 6	7	152,963.
8	Enter qualifying distributions from Part XII, line 4	8	161,513.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b	1	1,545.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,545.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,545.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a 1,892.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c NONE		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,892.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	347.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 347. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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?	13		X

Website address ▶ N/A

14 The books are in care of ▶ Telephone no. ▶ (212)632-3000

Located at ▶ 600 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10020

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
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		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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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?	1c		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? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		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. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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
SEE STATEMENT 14		-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		NONE	NONE	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		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 N/A	
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 N/A	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	2,583,537.
b	Average of monthly cash balances	1b	28,422.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,611,959.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,611,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,179.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,572,780.
6	**Minimum investment return.** Enter 5% of line 5	6	128,639.

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	128,639.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,545.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,545.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	127,094.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	127,094.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	127,094.

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	161,513.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	161,513.
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	1,545.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	159,968.

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				127,094.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20 10 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 63,591.				
b	From 2008 29,521.				
c	From 2009 16,886.				
d	From 2010 17,174.				
e	From 2011 23,669.				
f	**Total** of lines 3a through e	150,841.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 161,513.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				127,094.
e	Remaining amount distributed out of corpus	34,419.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	185,260.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	63,591.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	121,669.			
10	Analysis of line 9				
a	Excess from 2008 29,521.				
b	Excess from 2009 16,886.				
c	Excess from 2010 17,174.				
d	Excess from 2011 23,669.				
e	Excess from 2012 34,419.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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:

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

65-6234202

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
SEE STATEMENT 22				158,500.
Total . . . . . . ▶ **3a**				158,500.
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	110,586.	
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	76,040.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b BLACKSTONE GROUP L			14	1,040.	
c DCP MIDSTREAM PART			14	3,381.	
d ENTERPRISE PRODS			14	2,533.	
e FRGN TAX RECLAIM			14	1,468.	
12 Subtotal. Add columns (b), (d), and (e)				195,048.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 195,048.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ W. Hensley Sahlbaugh | 08/May/2013 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANTHONY ALLOGGIO	Anthony Alloggio	MAY 07 2013		P00537841
Firm's name ▶ FIDUCIARY TRUST COMPANY INTL			Firm's EIN ▶ 13-5069335	
Firm's address ▶ 600 FIFTH AVENUE NEW YORK, NY 10020			Phone no	

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
APPLE COMPUTER INC NPV	596.	596.
BRISTOL MYERS SQUIBB CO.	510.	510.
CENTURYTEL INC	3,625.	3,625.
CLEAN HBRS INC SR NT CALL DTD 8/14/2009	2,651.	2,758.
COLUMBUS GA BLDG AUTH LEASE REV CALL DTD	8,188.	
COMCAST CORP NEW CL A	1,038.	1,038.
CONOCOPHILLIPS COM	2,640.	2,640.
CROWN CASTLE INTL CORP PFD CONV 6.25%	449.	
DOUBLELINE TOTAL RETURN BOND FUND CL-N	19,981.	19,981.
DU PONT E I DE NEMOURS & CO	630.	630.
EOG RES INC	503.	503.
GOVERNMENT NATL MTG ASSN MTG PL #585186	491	491.
GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1	1,053.	1,053.
GOVERNMENT NATL MTG ASSN MTG PL #510859	77	77.
GOVERNMENT NATL MTG ASSN MTG PL #542221	530.	530.
GOVERNMENT NATL MTG ASSN MTG PL # 544003	354.	354.
GOVERNMENT NATL MTG ASSN MTG PL #780400	225.	225.
GOVERNMENT NATL MTG ASSN MTG PL #781287	168.	168.
GOVERNMENT NATL MTG ASSN MTG PL #781324	148.	148.
GOVERNMENT NATL MTG ASSN MTG PL # 650699	1,084.	1,084.
GENERAL ELEC CO	680.	680.
GOLDMAN SACHS GROUP INC	250	250.
ISHRS FTSE NARIT MORT PLUS CAPPD IND ETF	1,626.	1,626.
J P MORGAN CHASE & CO	1,350.	1,350.
J P MORGAN CHASE & CO PERP CALL DTD 4/23	1,053.	1,053.
JOHNSON & JOHNSON	285.	285.
KINDER MORGAN INC	2,610.	2,610.
LEUCADIA NATL CORP SR NT 7.75%	7,750.	7,750.
MCDONALDS CORP DEBS CALL DTD 1/8/1998 6.	6,375.	6,375.
MOSAIC CO	506.	506.
NEW MEXICO MTG FIN AUTH REV CALL DTD 11/	1,164.	1,164.
NEW MOUNTAIN GUARDIAN CORP	1,419.	1,419.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
N Y NEW YORK CITY HSG DEV CORP MFHR SER	1,766.	1,766.
NY ST MUN BD BK AGY RECOVERY ACT REV SER	9,954.	9,954.
NEWTON CNTY GA SCH DIST GO CALL REF SER	2,487.	2,487.
PHILLIPS 66	450.	450.
PIMCO INCOME FUND DTD 11/1/2009 $0.656	5,438.	5,438.
ROCKWELL INTL CORP NEW	425.	425.
SPDR KBW REGIONAL BANKING (ETF)	876.	876.
SCHLUMBERGER LTD	645.	645.
TORONTO DOMINION BK ONT NEW	769.	769.
US BANCORP DEL COM NEW	780.	780.
UNIVERSITY OKLA REVS CALL TXBL SER B DTD	6,105.	6,105.
WABTEC	110.	110.
WILLIAMS COS INC.	3,630.	3,630.
WISDOMTREE ASIA LOCAL DEBT FUND	220.	220.
WISDOMTREE EMERGING MARKETS LOCAL DEBT $	3,937.	3,937.
XEROX CORP	152.	152.
LYONDELLBASELL INDUSTRIES NV CL A	1,806.	1,331.
STIP 1: US TREASURY ONLY DTD 8/31/2003	2.	2.
TEEKAY OFFSHORE PARTNERS LP	1,025.	
TOTAL	110,586.	100,556.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BLACKSTONE GROUP LP		1,040.	1,040.
DCP MIDSTREAM PARTNERS LP		3,381.	-2,908.
ENTERPRISE PRODS		2,533.	-1,603.
FOREIGN TAX RECLAIMS		1,468.	1,468.
	TOTALS	8,422.	-2,003.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,750.	1,400.		350.
TOTALS	1,750.	1,400.	NONE	350.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FTCI FEES	2,170.	1,736.	434.
WILLIAM JONES ADVISORY FEES	16,949.	16,949.	
STATE OF OHIO FILING FEE	400.		400.
NWM LIFE INSURANCE POLICY	30,000.		
TOTALS	49,519	18,685.	834.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX		1,760.
	TOTALS	1,760.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PRINTING EXPENSE	85.	17.	68.
TOTALS	85.	17.	68.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FTCI - STATEMENT ATTACHED		321,415.	380,401.
	TOTALS	321,415.	380,401.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FTCI - STATEMENT ATTACHED		1,334,892.	1,480,935.
	TOTALS	1,334,892.	1,480,935.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FTCI - STATEMENT ATTACHED		859,263.	902,132.
	TOTALS	859,263.	902,132.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
FTCI-STATEMENT ATTACHED	C	59,098.	66,584
TOTALS		59,098.	66,584.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
GRANTS IN TRANSIT	7,000.
MUTUAL FUNDS CASH ADJ FACTOR	1,210.
ACCRUED INT PAYABLE IN 2011	699.
TOTAL	8,909.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PARTNERSHIP TAX COST BASIS ADJ ON SALE	11,154.
RETURN OF CAPITAL ADJ ON SALE	9,953.
TOTAL	21,107.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
W. HARDY ESHBAUGH
ADDRESS:
209 MCKEE AVENUE
OXFORD, OH 45056
TITLE:
PRESIDENT

OFFICER NAME:
MARGARET C VAN COLLER
ADDRESS:
BOX 93
VAALWATER, S AFRICA, 0530
TITLE:
TRUSTEE

OFFICER NAME:
DAVID C ESHBAUGH
ADDRESS:
2640 SW VISTA DRIVE
PORTLAND, OR 97225
TITLE:
SECRETARY

OFFICER NAME:
E WENDY BROWN
ADDRESS:
3618 CREEKWOOD ROAD
MISSOULA, MT 59802
TITLE:
TRUSTEE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
ALAN VAN COLLER
ADDRESS:
BOX 93
VAALWATER, S AFRICA, 0530
TITLE:
TRUSTEE

OFFICER NAME:
IAN VAN COLLER
ADDRESS:
1113 SOUTH FIFTH AVE
BOZEMAN, MT 59715, TRUSTEE

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AUDUBON ALASKA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
INT'L CRANE FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
MONTANA NAT. HISTORY CTR
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MONTANA OUTDOOR SCIENCE
SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
OXFORD COMMUNITY ARTS CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
THREE VALLEY CONSERVATION
TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
AMERICAN FUND FOR CHARITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SMRA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AUDUBON MIAMI VALLEY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EARTH EXPEDITIONS SCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ATLANTIC SALMON FEDERATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASF/PENOB
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
GALLITIN VALLEY LAND TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DAVID DOUG SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LLOYD LIBRARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
UNIVERSITY OF MONTANA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
AMERICAN FRIENDS CANADIAN LAND TRUSTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NSNT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WATERSHED EDUCATION NETWORK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
AMERICAN BIRD CONSERVANCY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ECOLOGY PROJECT INTERNATIONAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ENDANGERED WILDLIFE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 42,000.

RECIPIENT NAME:
IRVING SCHOOL PARENT COUNCIL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CATESBY COMMEMORATIVE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
VIRGINIA GARCIA MEMORIAL FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AUDUBON INTERNATIONAL ALLIANCES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AUDUBON MIAMI VALLEY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ROSY BLOOM SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
AUDUBON MIAMI VALLEY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
AULLWOOD AUDUBON CENTER AND FARM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MONTANA OUTDOOR SCIENCE SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THREE VALLEY CONSERVATION TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FRYMAN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 158,500.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					857.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,770.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-3,913.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					385.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	79,568.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	79,953.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-3,913.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			79,953.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			76,040.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1000. ULTRA PETE CORP	05/25/2011	01/10/2012	29,051.00	47,887.00	-18,836.00
5000. MFA MORTGAGE INVTS I	10/19/2011	02/01/2012	36,568.00	32,563.00	4,005.00
3575. XEROX CORP	06/24/2011	02/01/2012	27,795.00	35,623.00	-7,828.00
.6425 CROWN CASTLE INTL CO	10/19/2011	02/22/2012	33.00	28.00	5.00
3000. FINISAR CORPORATION	06/29/2011	03/01/2012	61,183.00	53,966.00	7,217.00
1500. NEWMONT MNG CORP	09/20/2011	03/01/2012	89,980.00	102,521.00	-12,541.00
500. JOHNSON & JOHNSON	01/10/2012	03/09/2012	32,334.00	32,683.00	-349.00
2000. WISDOMTREE ASIA LOCA	04/08/2011	04/04/2012	102,471.00	103,460.00	-989.00
50. APPLE COMPUTER INC NPV	10/19/2011	04/20/2012	28,945.00	20,163.00	8,782.00
2000. DOUBLELINE TOTAL RET FUND CL-N	10/06/2011	04/20/2012	22,480.00	22,400.00	80.00
250. LYONDELLBASELL INDUST	03/01/2012	04/20/2012	11,127.00	10,872.00	255.00
50. APPLE COMPUTER INC NPV	10/19/2011	04/25/2012	30,608.00	20,163.00	10,445.00
500. COMCAST CORP NEW CL A	10/19/2011	06/25/2012	15,173.00	11,915.00	3,258.00
278. CROWN CASTLE INTL COR	10/19/2011	06/25/2012	15,622.00	11,960.00	3,662.00
750. DU PONT E I DE NEMOUR	01/10/2012	06/25/2012	36,866.00	35,480.00	1,386.00
1000. LYONDELLBASELL INDUS A	03/01/2012	06/25/2012	38,968.00	43,383.00	-4,415.00
150. CROWN CASTLE INTL COR	10/19/2011	07/13/2012	9,082.00	6,453.00	2,629.00
3000. CLEAN HBRS INC SR NT 8/14/2009 7.625% 8/15/2016	10/18/2011	07/16/2012	3,090.00	3,177.00	-87.00
71.3575 CROWN CASTLE INTL	10/19/2011	07/19/2012	4,201.00	3,070.00	1,131.00
1500. E M C CORP MASS	04/20/2012	08/10/2012	40,215.00	42,052.00	-1,837.00
1000. WILLIAMS COS INC.	05/01/2012	08/10/2012	31,669.00	34,511.00	-2,842.00
47000. CLEAN HBRS INC SR N 8/14/2009 7.625% 8/15/2016	10/18/2011	08/15/2012	48,792.00	49,773.00	-981.00
750. DOUBLELINE TOTAL RETU CL-N	10/06/2011	08/28/2012	8,528.00	8,400.00	128.00
425. DCP MIDSTREAM PARTNER	04/19/2012	09/07/2012	18,087.00	14,941.00	3,146.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 325. DCP MIDSTREAM PARTNER	04/19/2012	09/10/2012	13,747.00	11,793.00	1,954.00
700. DCP MIDSTREAM PARTNER	04/18/2012	09/11/2012	29,413.00	29,519.00	-106.00
50. DCP MIDSTREAM PARTNERS	04/18/2012	09/12/2012	2,141.00	2,109.00	32.00
500. US BANCORP DEL COM NE	04/17/2012	10/04/2012	17,453.00	15,754.00	1,699.00
1500. US BANCORP DEL COM N	04/17/2012	10/25/2012	50,129.00	47,261.00	2,868.00
4000. ISHRS FTSE NARIT MOR IND ETF	09/21/2012	11/07/2012	55,837.00	62,478.00	-6,641.00

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -4,770.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number
65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 8441.6063 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	01/16/2012	20.00	21.00	-1.00
1019.217 GOVERNMENT NATL M PL #510859 DTD 12/1/1999 8.	01/12/2000	01/16/2012	3.00	3.00	
8420.1043 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	01/16/2012	2,329.00	2,491.00	-162.00
5551.5932 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	01/16/2012	11.00	12.00	-1.00
3410.88 GOVERNMENT NATL MT PL #780400 DTD 7/1/1996 7%	01/06/1998	01/16/2012	31.00	32.00	-1.00
2555.6395 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	01/16/2012	26.00	27.00	-1.00
2248.0244 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	01/16/2012	28.00	29.00	-1.00
16788.2025 GOVERNMENT NATL MTG PL # 650699DTD 1/1/2006	05/17/2006	01/16/2012	24.00	24.00	
19465.2848 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	01/20/2012	439.00	443.00	-4.00
5000. MFA MORTGAGE INVTS I	11/18/2010	02/01/2012	36,568.00	40,759.00	-4,191.00
8421.0368 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	02/15/2012	21.00	22.00	-1.00
1016.679 GOVERNMENT NATL M PL #510859 DTD 12/1/1999 8.	01/12/2000	02/15/2012	3.00	3.00	
8402.5475 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	02/15/2012	18.00	19.00	-1.00
5538.8883 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	02/15/2012	13.00	13.00	
3355.064 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	02/15/2012	56.00	57.00	-1.00
2519.2808 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	02/15/2012	36.00	38.00	-2.00
2217.9257 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	02/15/2012	30.00	31.00	-1.00
16764.3915 GOVERNMENT NATL MTG PL # 650699DTD 1/1/2006	05/17/2006	02/15/2012	24.00	24.00	
18950.6265 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	02/20/2012	515.00	520.00	-5.00
8400.3612 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	03/15/2012	21.00	22.00	-1.00
1014.1245 GOVERNMENT NATL PL #510859 DTD 12/1/1999 8.	01/12/2000	03/15/2012	3.00	3.00	
8383.9878 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	03/15/2012	19.00	20.00	-1.00
5527.5096 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	03/15/2012	11.00	12.00	-1.00
3307.7 GOVERNMENT NATL MTG #780400 DTD 7/1/1996 7% 12/	01/06/1998	03/15/2012	47.00	48.00	-1.00
2494.2248 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	03/15/2012	25.00	26.00	-1.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2189.6804 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	03/15/2012	28.00	29.00	-1.00
16740.441 GOVERNMENT NATL PL # 650699DTD 1/1/2006 6.5	05/17/2006	03/15/2012	24.00	25.00	-1.00
18642.9128 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	03/20/2012	308.00	311.00	-3.00
8380.0416 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	04/16/2012	20.00	21.00	-1.00
1011.5505 GOVERNMENT NATL PL #510859 DTD 12/1/1999 8.	01/12/2000	04/16/2012	3.00	3.00	
8366.2015 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	04/16/2012	18.00	19.00	-1.00
5515.8003 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	04/16/2012	12.00	12.00	
3263.156 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	04/16/2012	45.00	45.00	
2444.4231 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	04/16/2012	50.00	52.00	-2.00
2156.6045 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	04/16/2012	33.00	35.00	-2.00
16716.351 GOVERNMENT NATL PL # 650699DTD 1/1/2006 6.5	05/17/2006	04/16/2012	24.00	25.00	-1.00
2000. SOUTHWESTERN ENERGY	02/28/2011	04/17/2012	56,456.00	78,972.00	-22,516.00
18194.1203 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	04/20/2012	449.00	454.00	-5.00
100. APPLE COMPUTER INC NP	10/19/2010	04/25/2012	61,215.00	31,169.00	30,046.00
15000. N Y NEW YORK CITY H MFHR SER A DTD 4/28/2006 6.	07/15/2010	05/02/2012	15,000.00	15,000.00	
8359.6055 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	05/15/2012	20.00	21.00	-1.00
1008.9585 GOVERNMENT NATL PL #510859 DTD 12/1/1999 8.	01/12/2000	05/15/2012	3.00	3.00	
8348.3048 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	05/15/2012	18.00	19.00	-1.00
5504.2498 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	05/15/2012	12.00	12.00	
3227.184 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	05/15/2012	36.00	37.00	-1.00
2408.7937 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	05/15/2012	36.00	37.00	-1.00
2124.275 GOVERNMENT NATL M PL #781324 DTD 8/1/2001 7.0	06/19/2002	05/15/2012	32.00	34.00	-2.00
16692.12 GOVERNMENT NATL M PL # 650699DTD 1/1/2006 6.5	05/17/2006	05/15/2012	24.00	25.00	-1.00
17777.3063 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	05/21/2012	417.00	422.00	-5.00
8339.0654 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	06/15/2012	21.00	21.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1005.2745 GOVERNMENT NATL PL #510859 DTD 12/1/1999 8.	01/12/2000	06/15/2012	4.00	4.00	
8330.2933 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	06/15/2012	18.00	19.00	-1.00
4599.579 GOVERNMENT NATL M PL # 544003DTD 3/1/2001 7.0	06/19/2002	06/15/2012	905.00	946.00	-41.00
3185.636 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	06/15/2012	42.00	42.00	
2363.1607 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	06/15/2012	46.00	48.00	-2.00
2092.9566 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	06/15/2012	31.00	33.00	-2.00
16667.394 GOVERNMENT NATL PL # 650699DTD 1/1/2006 6.5	05/17/2006	06/15/2012	25.00	25.00	
1000. GENESEE & WYO INC CL	11/04/2010	06/18/2012	51,804.00	46,730.00	5,074.00
1000. VANGUARD MSCI EMERGI ETF	05/06/2009	06/18/2012	39,159.00	32,937.00	6,222.00
17269.4565 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	06/20/2012	508.00	514.00	-6.00
25. APPLE COMPUTER INC NPV	10/19/2010	06/25/2012	14,341.00	7,792.00	6,549.00
500. ROCKWELL INTL CORP NE	06/15/2011	06/25/2012	32,192.00	39,713.00	-7,521.00
500. WABTEC	04/13/2011	06/25/2012	36,462.00	33,662.00	2,800.00
20000. NEW MEXICO MTG FIN CALL DTD 11/29/2006 5.82% 7	01/05/2010	07/02/2012	20,000.00	20,000.00	
8318.414 GOVERNMENT NATL M PL #585186 DTD 2/1/2003 6.0	04/14/2003	07/16/2012	21.00	22.00	-1.00
1002.639 GOVERNMENT NATL M PL #510859 DTD 12/1/1999 8.	01/12/2000	07/16/2012	3.00	3.00	
5986.3545 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	07/16/2012	2,344.00	2,507.00	-163.00
4589.8569 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	07/16/2012	10.00	10.00	
3150.874 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	07/16/2012	35.00	35.00	
2333.3705 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	07/16/2012	30.00	31.00	-1.00
2070.4212 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	07/16/2012	23.00	24.00	-1.00
16641.621 GOVERNMENT NATL PL # 650699DTD 1/1/2006 6.5	05/17/2006	07/16/2012	26.00	26.00	
778.6425 CROWN CASTLE INTL	12/04/2008	07/19/2012	45,836.00	17,575.00	28,261.00
16916.6633 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	07/20/2012	353.00	357.00	-4.00
1. CROWN CASTLE INTL CORP	12/04/2008	08/08/2012	62.00	23.00	39.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.	Employer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 7812.7949 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	08/15/2012	506.00	529.00	-23.00
999.984 GOVERNMENT NATL MT PL #510859 DTD 12/1/1999 8.	01/12/2000	08/15/2012	3.00	3.00	
5973.0265 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	08/15/2012	13.00	14.00	-1.00
4579.7173 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	08/15/2012	10.00	11.00	-1.00
3114.374 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	08/15/2012	37.00	37.00	
2313.069 GOVERNMENT NATL M PL #781287 DTD 5/1/2001 7.0	07/09/2002	08/15/2012	20.00	21.00	-1.00
2048.9297 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	08/15/2012	21.00	22.00	-1.00
16616.9535 GOVERNMENT NATL MTG PL # 650699DTD 1/1/2006	05/17/2006	08/15/2012	25.00	25.00	
16441.1205 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	08/20/2012	476.00	481.00	-5.00
2000. LYONDELLBASELL INDUS A	05/13/2011	08/29/2012	93,711.00	79,308.00	14,403.00
700. DCP MIDSTREAM PARTNER	08/11/2010	09/12/2012	29,975.00	20,758.00	9,217.00
7793.4864 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	09/17/2012	19.00	20.00	-1.00
997.2795 GOVERNMENT NATL M PL #510859 DTD 12/1/1999 8.	01/12/2000	09/17/2012	3.00	3.00	
5959.6178 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	09/17/2012	13.00	14.00	-1.00
4569.7364 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	09/17/2012	10.00	10.00	
3066.642 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	09/17/2012	48.00	49.00	-1.00
2277.1047 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	09/17/2012	36.00	38.00	-2.00
2020.8117 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	09/17/2012	28.00	29.00	-1.00
16590.8925 GOVERNMENT NATL MTG PL # 650699DTD 1/1/2006	05/17/2006	09/17/2012	26.00	27.00	-1.00
16122.717 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	09/20/2012	318.00	322.00	-4.00
25. APPLE COMPUTER INC NPV	10/19/2010	10/04/2012	16,745.00	7,792.00	8,953.00
150. COMCAST CORP NEW CL A	06/24/2011	10/04/2012	5,465.00	3,562.00	1,903.00
7774.0803 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	10/15/2012	19.00	20.00	-1.00
717.426 GOVERNMENT NATL MT PL #510859 DTD 12/1/1999 8.	01/12/2000	10/15/2012	280.00	285.00	-5.00
5945.8648 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	10/15/2012	14.00	15.00	-1.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number
65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4559.6947 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	10/15/2012	10.00	11.00	-1.00
3036.538 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	10/15/2012	30.00	31.00	-1.00
2237.408 GOVERNMENT NATL M PL #781287 DTD 5/1/2001 7.0	07/09/2002	10/15/2012	40.00	41.00	-1.00
1977.9789 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	10/15/2012	43.00	45.00	-2.00
16564.6785 GOVERNMENT NATL MTG PL # 650699DTD 1/1/2006	05/17/2006	10/15/2012	26.00	27.00	-1.00
15687.327 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	10/22/2012	435.00	440.00	-5.00
100000. COLUMBUS GA BLDG A REV CALL DTD 5/1/1999 6.55%	06/06/2006	11/01/2012	100,000.00	100,000.00	
10000. N Y NEW YORK CITY H MFHR SER A DTD 4/28/2006 6.	07/15/2010	11/05/2012	10,000.00	10,000.00	
7754.5493 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	11/15/2012	20.00	20.00	
715.332 GOVERNMENT NATL MT PL #510859 DTD 12/1/1999 8.	01/12/2000	11/15/2012	2.00	2.00	
5932.2818 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	11/15/2012	14.00	15.00	-1.00
4549.8138 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	11/15/2012	10.00	10.00	
2997.192 GOVERNMENT NATL M PL #780400 DTD 7/1/1996 7%	01/06/1998	11/15/2012	39.00	40.00	-1.00
2198.0086 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	11/15/2012	39.00	41.00	-2.00
1952.073 GOVERNMENT NATL M PL #781324 DTD 8/1/2001 7.0	06/19/2002	11/15/2012	26.00	27.00	-1.00
16539.5655 GOVERNMENT NATL MTG PL # 650699DTD 1/1/2006	05/17/2006	11/15/2012	25.00	26.00	-1.00
15192.6803 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	11/20/2012	495.00	500.00	-5.00
5000. DOUBLELINE TOTAL RET FUND CL-N	10/06/2011	12/06/2012	56,850.00	56,000.00	850.00
7734.9195 GOVERNMENT NATL PL #585186 DTD 2/1/2003 6.0	04/14/2003	12/17/2012	20.00	21.00	-1.00
712.149 GOVERNMENT NATL MT PL #510859 DTD 12/1/1999 8.	01/12/2000	12/17/2012	3.00	3.00	
5918.3545 GOVERNMENT NATL PL #542221 DTD 12/1/2000 7.	06/06/2002	12/17/2012	14.00	15.00	-1.00
4539.8699 GOVERNMENT NATL PL # 544003DTD 3/1/2001 7.0	06/19/2002	12/17/2012	10.00	10.00	
2966.76 GOVERNMENT NATL MT PL #780400 DTD 7/1/1996 7%	01/06/1998	12/17/2012	30.00	31.00	-1.00
2164.5818 GOVERNMENT NATL PL #781287 DTD 5/1/2001 7.0	07/09/2002	12/17/2012	33.00	35.00	-2.00
1925.4121 GOVERNMENT NATL PL #781324 DTD 8/1/2001 7.0	06/19/2002	12/17/2012	27.00	28.00	-1.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number

65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 16514.304 GOVERNMENT NATL PL # 650699DTD 1/1/2006 6.5	05/17/2006	12/17/2012	25.00	26.00	-1.00
14822.748 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.00% 1	06/15/2006	12/20/2012	370.00	374.00	-4.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 79,568.00

REPORT RUN: 05/01/2013 AT 02:44 PM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: INCOME

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash								
873,619.7100	CASH		873,619.71		873,619.71		N/A	0.00
1,350.0000	TAX RECLAIM RECEIVABLES		1,350.00		1,350.00	1	0.10	0.00
Total Cash			874,969.71		874,969.71	1		0.00
Total U.S. Dollar			874,969.71		874,969.71	1		0.00
Total SHORT TERM			874,969.71		874,969.71	1		0.00
Total			874,969.71		874,969.71	1		0.00
Accrued Income			0.00		0.00			
Grand Total			874,969.71		874,969.71	1		0.00

See important disclosures: [*1]-[*9], as applicable

REPORT RUN: 05/01/2013 AT 02:44 PM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash								
-873,216.3600	CASH		-873,216.36		-873,216.36		N/A	0.00
Cash Equivalents								
91,500.0000	STIP 1: US TREASURY ONLY DTD 8/31/2003	1:0000	91,500.00	1.0000	91,500.00	4	0.00	0.60
Total U.S. Dollar			-781,716.36		-781,716.36	4		0.60
Total SHORT TERM			-781,716.36		-781,716.36	4		0.60

See important disclosures: [*1]-[*9], as applicable

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U.S. Dollar								
Governments								
2,000.0000	WISDOMTREE EMERGING MARKETS LOCAL DEBT $2.504	52.4109	104,821.80	48.6400	97,280.00	4,560	4.69	0.00
Mortgages								
3,442.0980	GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996 7.00% 12/15/2025 AA+	101.8123	3,504.48	115.8093	3,986.27	241	7.00	19.90
1,021.7385	GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/1999 8.00% 12/15/2029 N/R	101.7804	1,039.93	121.0700	1,237.02	82	8.00	6.79
10,748.8578	GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/2000 7.00% 12/15/2030 N/R	106.9531	11,496.24	117.0395	12,580.41	752	7.00	62.70
5,562.8807	GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001 7.00% 3/15/2031 N/R	104.5976	5,818.64	117.4563	6,533.95	389	7.00	32.45

See important disclosures: [*1]-[*9], as applicable

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
2,581.7424	GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001 7.00% 5/15/2031 N/R	104.2649	2,691.85	116.7801	3,014.96	181	7.00	15.06
2,276.1239	GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001 7.00% 7/15/2031 N/R	104.4060	2,376.41	116.8879	2,660.51	159	7.00	13.28
8,462.0613	GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003 6.00% 2/15/2033	104.5314	8,845.51	113.8219	9,631.68	508	6.00	42.31
16,811.8770	GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006 6.50% 1/15/2036 AAA	102.5313	17,237.43	114.5750	19,262.21	1,093	6.50	91.06
19,903.8398	GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00% 1/20/2036 AAA	101.1250	20,127.76	113.4563	22,582.15	1,194	6.00	99.52
Total Mortgages			73,138.25		81,489.16	4,599	6.50	383.07
Corporates								
100,000.0000	LEUCADIA NATL CORP SR NT DTD 8/18/1993 7.75% 8/15/2013 BBB	105.5740	105,574.00	104.8750	104,875.00	7,750	4.59	2,927.78

See important disclosures: [*1]-[*9], as applicable

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

U.S. Dollar (Cont)

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
50,000.0000	CLEAN HBRS INC SR NT CALL DTD 8/14/2009 7.625% 8/15/2016 BB+ CALLABLE ON 08/15/2012 @ 103.813%	105.9000	52,950.00	106.7500	53,375.00	3,813	2.72	1,440.28
110,000.0000	UNIVERSITY OKLA REVS CALL TXBL SER B DTD 2/22/2007 5.55% 7/1/2019 AA- CALLABLE ON 07/01/2016 @ 100%	101.2860	111,414.60	108.3180	119,149.80	6,105	3.53	3,052.50
50,000.0000	NEWTON CNTY GA SCH DIST GO CALL REF SER B DTD 11/18/2010 4.973% 4/1/2025 AA+ CALLABLE ON 04/01/2020 @ 100%	100.0000	50,000.00	106.8390	53,419.50	2,487	3.99	621.63
150,000.0000	NY ST MUN BD BK AGY RECOVERY ACT REV SER D-2 DTD 11/26/2010 6.636% 4/1/2025 AA3	100.0000	150,000.00	119.6390	179,458.50	9,954	4.64	2,488.50
35,000.0000	N Y NEW YORK CITY HSG DEV CORP MFHR SER A DTD 4/28/2006 6.42% 11/1/2027 AA	100.0000	35,000.00	108.5590	37,995.65	2,247	5.60	374.50

See important disclosures: [*1]-[*9], as applicable

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
100,000.0000	MCDONALDS CORP DEBS CALL DTD 1/8/1998 6.375% 1/8/2028 A	99.6420	99,642.00	128.5449	128,544.90	6,375	3.95	3,063.54
20,000.0000	NEW MEXICO MTG FIN AUTH REV CALL DTD 11/29/2006 5.82% 7/1/2030 AA+ CALLABLE ON 07/01/2016 @ 100%	102.3500	20,470.00	104.6910	20,938.20	1,164	4.65	582.00
Total Corporates			625,050.60		697,756.55	39,894	4.17	14,550.73
Municipals								
100,000.0000	COLUMBUS GA BLDG AUTH LEASE REV CALL DTD 5/1/1999 6.55% 8/1/2014 AA+	100.0000	100,000.00	100.1980	100,198.00	6,550	6.46	1,091.67
Fixed Income Funds								
32,502.3950	DOUBLELINE TOTAL RETURN BOND FUND CL-N	11.1384	362,025.00	11.0200	358,176.39	29,415	8.21	0.00
Total U.S. Dollar			1,265,035.65		1,334,900.10	85,018	5.61	16,025.47

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME			1,265,035.65		1,334,900.10	85,018	5.61	16,025.47
CONVERTIBLES								
U.S. Dollar								
Convertible Preferred								
575.0000	CROWN CASTLE INTL CORP PFD CONV 6.25% CCC+	30.6052	17,597.99	61.8750	35,578.13	1,797	5.05	0.00
Total CONVERTIBLES			17,597.99		35,578.13	1,797	5.05	0.00
EQUITIES								
U.S. Dollar								
350.0000	APPLE INC	336.9453	117,930.86	405.0000	141,750.00	4,270	3.01	0.00
2,000.0000	BLACKSTONE GROUP LP (USD)	11.0882	22,176.40	14.0100	28,020.00	800	2.86	0.00

See important disclosures: [*1]-[*9], as applicable

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

U.S. Dollar — Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
2,000.0000	COMCAST CORP CL A	23.7694	47,538.85	23.7100	47,420.00	900	1.90	225.00
1,000.0000	CONOCOPHILLIPS	73.6111	73,611.10	72.8700	72,870.00	2,640	3.62	0.00
500.0000	CROWN CASTLE INTL CORP	43.0205	21,510.25	44.8000	22,400.00		N/A	0.00
700.0000	DCP MIDSTREAM PARTNERS LP	32.3812	22,666.84	47.4700	33,229.00	1,792	5.39	0.00
1,000.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	27.3747	27,374.70	46.3800	46,380.00	2,450	5.28	0.00
750.0000	EOG RES INC	90.1382	67,603.65	98.5100	73,882.50	480	0.65	0.00
3,000.0000	FINISAR CORPORATION	17.9886	53,965.80	16.7450	50,235.00		N/A	0.00
1,000.0000	GENESEE & WYO INC CL A	46.7299	46,729.90	60.5800	60,580.00		N/A	0.00
2,000.0000	LYONDELLBASELL INDUSTRIES NV CL A	44.5370	89,073.90	32.4900	64,980.00	2,000	3.08	0.00
10,000.0000	MFA FINANCIAL INC	7.3322	73,321.50	6.7200	67,200.00	10,000	14.88	2,700.00
750.0000	MOSAIC CO	66.2483	49,686.23	50.4300	37,822.50	150	0.40	0.00
1,500.0000	NEWMONT MINING CORP	68.3472	102,520.80	60.0100	90,015.00	2,100	2.33	0.00
500.0000	ROCKWELL AUTOMATION INC	79.4256	39,712.80	73.3700	36,685.00	850	2.32	0.00

See important disclosures: [*1]-[*9], as applicable

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
600.0000	SCHLUMBERGER LTD	51.6762	31,005.70	68.3100	40,986.00	600	1.46	150.00
2,000.0000	SOUTHWESTERN ENERGY CO	39.4859	78,971.80	31.9400	63,880.00		N/A	0.00
1,000.0000	ULTRA PETROLEUM CORP	47.8865	47,886.50	29.6300	29,630.00		N/A	0.00
1,000.0000	WABTEC	67.3247	67,324.70	69.9500	69,950.00	120	0.17	0.00
3,575.0000	XEROX CORP	9.9644	35,622.73	7.9600	28,457.00	608	2.14	151.94
1,000.0000	VANGUARD MSCI EMERGING MARKETS ETF	32.9375	32,937.45	38.2100	38,210.00	906	2.37	0.00
2,000.0000	WISDOMTREE ASIA LOCAL DEBT FUND	51.7298	103,459.60	50.0900	100,180.00	2,104	2.10	0.00
Total U.S. Dollar			1,252,632.06		1,244,762.00	32,770	2.63	3,226.94
Total EQUITIES			1,252,632.06		1,244,762.00	32,770	2.63	3,226.94

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
OTHER ASSETS									
U.S. Dollar									
Other Assets									
[*1]	1.0000	SEAL ENV STC NWEST MUT LIF PLCY 14849220IN AMT $100000 N/O WILLIAM ESHBAUGH III - PROPERTY HELD FOR SAFEKEEPING ONLY		0.00	1.0000	1.00		N/A	0.00
Total OTHER ASSETS				0.00		1.00			0.00
Total				1,753,549.34		1,833,524.87	119,589		19,253.01
Accrued Income				19,253.01		19,253.01			
Grand Total				1,772,802.35		1,852,777.88	119,589		19,253.01

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: INCOME

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash								
996,067.0700	CASH		996,067.07		996,067.07		N/A	0.00
Total SHORT TERM			996,067.07		996,067.07			0.00
Total			996,067.07		996,067.07			0.00
Accrued Income			0.00		0.00			
Grand Total			996,067.07		996,067.07			0.00

See important disclosures: [*1]-[*9], as applicable

REPORT RUN: 05/01/2013 AT 02:45 PM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash								
-995,591.4000	CASH		-995,591.40		-995,591.40		N/A	0.00
Cash Equivalents								
21,500.0000	STIP 1: US TREASURY ONLY DTD 8/31/2003	1.0000	21,500.00	1.0000	21,500.00	34	0.16	0.18
Total U.S. Dollar			-974,091.40		-974,091.40	34		0.18
Total SHORT TERM			-974,091.40		-974,091.40	34		0.18

See important disclosures: [*1]-[*9], as applicable

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U.S. Dollar								
Governments								
2,000.0000	WISDOMTREE EMERGING MARKETS LOCAL DEBT $2.504	52.4109	104,821.80	53.4300	106,860.00	3,848	3.60	0.00
Mortgages								
2,966.7600	GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996 7.00% 12/15/2025 AA+	101.8128	3,020.54	117.8164	3,495.33	208	7.00	17.03
712.1490	GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/1999 8.00% 12/15/2029 N/R	101.7793	724.82	123.3865	878.70	57	8.00	4.73
5,918.3545	GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/2000 7.00% 12/15/2030 N/R	106.9532	6,329.87	119.4373	7,068.72	414	7.00	34.52
4,539.8699	GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001 7.00% 3/15/2031 N/R	104.5977	4,748.60	119.2275	5,412.78	318	7.00	26.48

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ELIZABETH WAKEMAN HENDERSON CHARITABLE
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
2,164.5818	GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001 7.00% 5/15/2031 N/R	104.2645	2,256.89	120.1534	2,600.82	152	7.00	12.63
1,925.4121	GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001 7.00% 7/15/2031 N/R	104.4057	2,010.24	119.9150	2,308.86	135	7.00	11.23
7,734.9195	GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003 6.00% 2/15/2033	104.5314	8,085.42	113.0249	8,742.38	464	6.00	38.67
16,514.3040	GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006 6.50% 1/15/2036 AAA	102.5313	16,932.33	117.7443	19,444.66	1,073	6.50	89.45
14,822.7480	GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00% 1/20/2036 AAA	101.1250	14,989.51	112.1967	16,630.64	889	6.00	74.11
Total Mortgages			59,098.22		66,582.89	3,710	6.49	308.85
Corporates								
100,000.0000	LEUCADIA NATL CORP SR NT DTD 8/18/1993 7.75% 8/15/2013 BBB	105.5740	105,574.00	103.7500	103,750.00	7,750	1.66	2,927.78

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TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
50,000.0000	J P MORGAN CHASE & CO PERP CALL DTD 4/23/2008 7.9% 4/30/2018 BBB CALLABLE ON 04/30/2018 @ 100%	112.0000	56,000.00	113.7072	56,853.60	3,950	4.94	669.31
110,000.0000	UNIVERSITY OKLA REVS CALL TXBL SER B DTD 2/22/2007 5.55% 7/1/2019 AA- CALLABLE ON 07/01/2016 @ 100%	101.2860	111,414.60	114.6830	126,151.30	6,105	1.25	3,052.50
25,000.0000	CITIGROUP INC JR SUB NT DTD 10/29/2012 1/30/2023 BB CALLABLE ON 01/30/2023 @ 100%	101.5000	25,375.00	101.3750	25,343.75	1,488	5.87	0.00
50,000.0000	CITIGROUP INC DTD 12/13/2012 2/15/2023 BB CALLABLE ON 02/15/2023 @ 100%	100.5000	50,250.00	101.4090	50,704.50	2,950	5.82	0.00
50,000.0000	NEWTON CNTY GA SCH DIST GO CALL REF SER B DTD 11/18/2010 4.973% 4/1/2025 AA+ CALLABLE ON 04/01/2020 @ 100%	100.0000	50,000.00	116.5730	58,286.50	2,487	2.46	621.63

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
150,000.0000	NY ST MUN BD BK AGY RECOVERY ACT REV SER D-2 DTD 11/26/2010 6.636% 4/1/2025 AA3	100.0000	150,000.00	123.6720	185,508.00	9,954	4.15	2,488.50
10,000.0000	N Y NEW YORK CITY HSG DEV CORP MFHR SER A DTD 4/28/2006 6.42% 11/1/2027 AA	100.0000	10,000.00	104.5520	10,455.20	642	5.95	107.00
100,000.0000	MCDONALDS CORP DEBS CALL DTD 1/8/1998 6.375% 1/8/2028 A	99.6420	99,642.00	123.8114	123,811.40	6,375	4.22	3,063.54
Total Corporates			658,255.60		740,864.25	41,700	3.45	12,930.26
Fixed Income Funds								
24,752.3950	DOUBLELINE TOTAL RETURN BOND FUND CL-N	11.1191	275,225.00 275,702	11.3300	280,444.64	17,104	6.10	0.00
12,489.0350	PIMCO INCOME FUND DTD 11/1/2009 $0.656	11.4000	142,375.00	12.3600	154,364.47	8,433	5.46	691.58
Total Fixed Income Funds			417,600.00		434,809.11	25,537	5.87	691.58
Total U.S. Dollar			1,239,775.62		1,349,116.25	74,795	4.39	13,930.69

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BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME			1,239,775.62		1,349,116.25	74,795	4.39	13,930.69

EQUITIES
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U.S. Dollar

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
100.0000	APPLE INC	308.5089	30,850.89	533.0300	53,303.00	1,060	1.99	0.00
2,000.0000	BLACKSTONE GROUP LP (USD)	11.0882	22,176.40	15.5900	31,180.00	800	2.57	0.00
1,500.0000	BRISTOL-MYERS SQUIBB CO	33.5998	50,399.70	32.5900	48,885.00	2,100	4.30	0.00
1,250.0000	CENTURYLINK INC	37.1409	46,426.13	39.1200	48,900.00	3,625	7.41	0.00
1,350.0000	COMCAST CORP CL A	23.7494	32,061.69	37.3800	50,463.00	878	1.74	219.38
1,000.0000	CONOCOPHILLIPS	55.9645	55,964.53	57.9900	57,990.00	2,640	4.55	0.00
1,250.0000	DIRECTV	49.0157	61,269.62	50.1600	62,700.00		N/A	0.00
2,500.0000	EMC CORP	26.3615	65,903.80	25.3000	63,250.00		N/A	0.00
1,000.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	27.3747	27,374.70	50.0800	50,080.00	2,600	5.19	0.00

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
750.0000	EOG RES INC	90.1382	67,603.65	120.7900	90,592.50	510	0.56	0.00
2,000.0000	GENERAL ELECTRIC CO	19.7940	39,588.00	20.9900	41,980.00	1,520	3.62	380.00
500.0000	GOLDMAN SACHS GROUP INC	119.2965	59,648.25	127.5600	63,780.00	1,000	1.57	0.00
1,500.0000	J P MORGAN CHASE & CO	41.2963	61,944.45	43.9700	65,955.00	1,800	2.73	0.00
3,000.0000	KINDER MORGAN INC	32.0327	96,098.10	35.3300	105,990.00	4,320	4.08	0.00
1,500.0000	MONDELEZ INTERNATIONAL INC	28.0402	42,060.30	25.4700	38,205.00	780	2.04	195.00
750.0000	MOSAIC CO	66.2483	49,686.23	56.6300	42,472.50	750	1.77	0.00
3,000.0000	NEW MOUNTAIN GUARDIAN CORP	15.0161	45,048.30	14.9000	44,700.00	4,080	9.13	420.00
1,000.0000	PHILLIPS 66	34.7020	34,701.97	53.1000	53,100.00	1,000	1.88	0.00
500.0000	SCHEIN HENRY INC	78.8511	39,425.55	80.4600	40,230.00		N/A	0.00
600.0000	SCHLUMBERGER LTD	51.6762	31,005.70	69.2900	41,574.00	660	1.59	165.00
2,000.0000	TEEKAY OFFSHORE PARTNERS LP	27.6467	55,293.40	26.0100	52,020.00	4,100	7.88	0.00
1,000.0000	TEVA PHARMACEUTICAL INDS LTD ADR	40.6458	40,645.80	37.3400	37,340.00	804	2.15	0.00

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BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
1,000.0000	TORONTO DOMINION BK ONT NEW (CAD)	82.9036	82,903.60	84.3300	84,330.00	3,106	3.68	0.00
500.0000	WABTEC	67.3247	33,662.35	87.5400	43,770.00	100	0.23	0.00
3,000.0000	WILLIAMS COMPANIES INC	31.6640	94,992.10	32.7400	98,220.00	3,900	3.97	0.00
2,500.0000	SPDR KBW REGIONAL BANKING (ETF)	27.2629	68,157.25	27.9700	69,925.00	1,410	2.02	572.07
Total U.S. Dollar			1,334,892.46		1,480,935.00	43,543	2.94	1,951.45
Total EQUITIES			1,334,892.46		1,480,935.00	43,543	2.94	1,951.45

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AS OF DEC 31 2012

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
OTHER ASSETS									
U.S. Dollar									
Other Assets									
[*1]	1.0000	SEAL ENV STC NWEST MUT LIF PLCY 14849220IN AMT $100000 N/O WILLIAM ESHBAUGH III - PROPERTY HELD FOR SAFEKEEPING ONLY		0.00	1.0000	1.00		N/A	0.00
Total OTHER ASSETS				0.00		1.00			0.00
Total				1,600,576.68		1,855,960.85	118,372		15,882.32
Accrued Income				15,882.32		15,882.32			
Grand Total				1,616,459.00		1,871,843.17	118,372		15,882.32