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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 5/1/2012 **, and ending** 4/30/2013

POSTMARK DATE NOV 15 2013

Name of foundation WILLARD & FRANCES HENDRIX		**A Employer identification number** 62-6158855
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908	Room/suite	**B** Telephone number (see instructions) (615) 748-4034
City or town, state, and ZIP code ORLANDO FL 32802-1908		**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: ☒ 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)* ▶ $ 4,923,984

J Accounting method: ☒ 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)	79,048			
	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	75,141	68,597		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	416,009			
	b	Gross sales price for all assets on line 6a 636,629				
	7	Capital gain net income (from Part IV, line 2)		416,009		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	14,087	10,766		
	12	**Total.** Add lines 1 through 11	584,285	495,372	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	4,884	2,442		2,442
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	31,154			31,154
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	9,550			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	457			457
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46,045	2,442	0	34,053
	25	Contributions, gifts, grants paid	332,483			332,483
	26	**Total expenses and disbursements.** Add lines 24 and 25	378,528	2,442	0	366,536
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	205,757			
	b	**Net investment income** (if negative, enter -0-)		492,930		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	42,243	17,354	17,354
	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)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,643,341	4,873,791	4,906,630
	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)	4,685,584	4,891,145	4,923,984
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)	0	0	
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.			
	27	Capital stock, trust principal, or current funds	4,685,584	4,891,145	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,685,584	4,891,145	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,685,584	4,891,145	

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	4,685,584
2	Enter amount from Part I, line 27a	2	205,757
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,891,341
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	196
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,891,145

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	HENDRIX EQUITY COMMON TRUST FD		12/31/2003	4/30/2013
b	HENDRIX EQUITY COMMON TRUST FD		12/31/2003	12/31/2012
c	HENDRIX EQUITY COMMON TRUST FD		12/31/2003	1/31/2013
d	HENDRIX EQUITY COMMON TRUST FD		12/31/2003	5/31/2012
e	HENDRIX EQUITY COMMON TRUST FD			

	(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	20,337		20,148	189
b	160,117		174,135	-14,018
c	15,071		15,830	-759
d	10,153		10,507	-354
e	430,922			430,922

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				189
b				-14,018
c				-759
d				-354
e				430,922

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	416,009
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	0

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	530,196	4,714,370	0.112464
2010	421,169	4,880,859	0.086290
2009	419,924	4,680,142	0.089725
2008	486,857	4,688,501	0.103841
2007	470,345	6,144,974	0 076541

2 **Total** of line 1, column (d)	2	0.468861
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 093772
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,597,701
5 Multiply line 4 by line 3	5	431,136
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,929
7 Add lines 5 and 6	7	436,065
8 Enter qualifying distributions from Part XII, line 4	8	366,536

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	9,859
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	9,859
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	9,859
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,825		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 5,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	11,825
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,966
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,966	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
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 ▶ SUNTRUST BANK Telephone no ▶ (615) 748-4034
Located at ▶ P.O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		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 ▶ 20______ , 20______ , 20______ , 20______				
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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20______ , 20______ , 20______ , 20______				
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	N/A	
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)*

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** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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** N/A

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 Attached Statement	00	0		
	.00	0		
	00	0		
	00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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	4,637,509
b	Average of monthly cash balances			1b	30,208
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	4,667,717
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	
3	Subtract line 2 from line 1d			3	4,667,717
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	70,016
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,597,701
6	**Minimum investment return.** Enter 5% of line 5			6	229,885

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	229,885
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,859		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,859
3	Distributable amount before adjustments Subtract line 2c from line 1			3	220,026
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	220,026
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	220,026

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	366,536
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	366,536
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	366,536

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					220,026
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years: 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	172,478				
b	From 2008	255,911				
c	From 2009	190,373				
d	From 2010	185,320				
e	From 2011	301,302				
f	**Total** of lines 3a through e		1,105,384			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 366,536					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					220,026
e	Remaining amount distributed out of corpus		146,510			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,251,894			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		172,478			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,079,416			
10	Analysis of line 9					
a	Excess from 2008	255,911				
b	Excess from 2009	190,373				
c	Excess from 2010	185,320				
d	Excess from 2011	301,302				
e	Excess from 2012	146,510				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

N/A

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

N/A

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

CHARLOTTE CSABI P.O. BOX 305110 NASHVILLE, TN 37230-5110

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

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 Attached Statement				
Total . . . . ▶ **3a**				332,483
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
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	24,485	
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	416,009	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a W&W HENDRIX JV			01	14,087	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		454,581	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 454,581

(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
		Not Applicable	

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

Barbara allred | 11/13/2013 | TRUSTEE

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
DONALD J ROMAN		11/13/2013		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
WILLARD & FRANCES HENDRIX	62-6158855

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization	Employer identification number
WILLARD & FRANCES HENDRIX	62-6158855

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HENDRIX CLAT C/O SUNTRUST BANK ORLANDO FL 32802-1908 Foreign State or Province Foreign Country	$ 79,048	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
BETHEL UNIVERSITY				
Street				
325 CHERRY AVENUE				
City		**State**	**Zip Code**	**Foreign Country**
MCKENZIE		TN	38201	
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				87,483

Name				
COMMUNITY FDN OF MIDDLE TENNESSEE				
Street				
3833 CLEGHORN AVE#400				
City		**State**	**Zip Code**	**Foreign Country**
NASHVILLE		TN	37215	
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

Name				
VANDERBILT TUTORIAL SCHOLARSHIP FUND				
Street				
2201 WEST END AVE				
City		**State**	**Zip Code**	**Foreign Country**
NASHVILLE		TN	37235	
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				12,500

Name				
ALIVE HOSPICE OF NASHVILLE				
Street				
1718 PATTERSON ST				
City		**State**	**Zip Code**	**Foreign Country**
NASHVILLE		TN	37203	
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				9,000

Name				
CUMBERLAND HEIGHTS				
Street				
8283 RIVER ROAD PIKE				
City		**State**	**Zip Code**	**Foreign Country**
NASHVILLE		TN	37209	
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				5,000

Name				
CURRY INGRAM ACADEMY				
Street				
6544 MURRAY LANE				
City		**State**	**Zip Code**	**Foreign Country**
BRENTWOOD		TN	37027	
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
ENSWORTH SCHOOL				
Street 211 ENSWORTH AVENUE				
City NASHVILLE	**State** TN	**Zip Code** 37205	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 5,000

Name				
GIRLS AND BOYS CLUB				
Street 916 16TH AVENUE NORTH				
City NASHVILLE	**State** TN	**Zip Code** 37208	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 5,000

Name				
MARTHA OBRYAN CENTER				
Street 711 SOUTH 7TH STREET				
City NASHVILLE	**State** TN	**Zip Code** 37206	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 6,000

Name				
MENTAL HEALTH ASSOC OF MIDDLE TN				
Street 295 PLUS PARK BOULEVARD				
City NASHVILLE	**State** TN	**Zip Code** 37217	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 2,000

Name				
MORNING STAR				
Street				
City NASHVILLE	**State** TN	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 5,000

Name				
OUR KIDS				
Street 1804 HAYES ST				
City NASHVILLE	**State** TN	**Zip Code** 37203	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 3,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
PLANNED PARENTHOOD OF MID TN				
Street				
412 DOCTORE DB TODD BOULEVARD				
City NASHVILLE		**State** TN	**Zip Code** 37203	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 9,000

Name				
THE SPONSERS				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 3,000

Name				
W O SMITH SCHOOL OF MUSIC				
Street				
1125 8TH AVENUE				
City NASHVILLE		**State** TN	**Zip Code** 37203	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 5,000

Name				
WPLN PUBLIC RADIO				
Street				
630 MAINSTREAM DR				
City NASHVILLE		**State** TN	**Zip Code** 37228	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 10,000

Name				
Y-BUILD				
Street				
1200 FOSTER AVE				
City NASHVILLE		**State** TN	**Zip Code** 37243	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 10,000

Name				
YWCA				
Street				
1608 WOODMONT BOULEVARD				
City NASHVILLE		**State** TN	**Zip Code** 37215	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3)			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 7,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	City	State	Zip Code	Foreign Country	Street	Relationship	Foundation Status	Purpose of grant/contribution	Amount
FATHER FLANAGANS HOME FOR BOYS	BOYS TOWN	NE				NONE	501(C)(3)	GENERAL CHARITABLE PURPOSES	1,000
ON THE GO FOR JESUS MINISTIRES	JOELTON	TN	37080		7906 WHITES CREEK PIKE	NONE	501(C)(3)	GENERAL CHARITABLE PURPOSES	1,000
PLACE FOR COMFORT	LONGWOOD	FL	32750		947 LONGDALE AVE	NONE	501(C)(3)	GENERAL CHARITABLE PURPOSES	6,000
SAFE HOUSE OF SEMINOLE	ORLANDO	FL	32816			NONE	501(C)(3)	GENERAL CHARITABLE PURPOSES	2,000
CLIMATE SOLUTIONS	SEATTLE	WA	98101		1402 3RD AVENUE #1305	NONE	501(C)(3)	GENERAL CHARITABLE PURPOSES	5,000
EARTHCORPS	SEATTLE	WA	98115		6310 NORTHEAST	NONE	501(C)(3)	GENERAL CHARITABLE PURPOSES	5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
EMERGENCY FOOD NETWORK					
Street					
3318 92ND STEET SOUTH					
City		**State**	**Zip Code**	**Foreign Country**	
TACOMA		WA	98499		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					10,000

Name					
THE DOVE PROJECT					
Street					
7 THE CRESCENT					
City		**State**	**Zip Code**	**Foreign Country**	
PLYMOUTH				United Kingdom (England, Northern Irela	
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,000

Name					
INTERFAITH COUNCIL TO PREVENT HOMELESSNESS					
Street					
110 W MAIN ST					
City		**State**	**Zip Code**	**Foreign Country**	
CARRABORO		NC	27510		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					2,500

Name					
SUSTAINABLE VASHON					
Street					
1501 EAST MADISON STREET					
City		**State**	**Zip Code**	**Foreign Country**	
SEATTLE		WA	98122		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					2,000

Name					
TACOMA COMMUNITY HOUSE					
Street					
1314 S L ST					
City		**State**	**Zip Code**	**Foreign Country**	
TACOMA		WA	98405		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					5,000

Name					
VASHON HOUSEHOLD					
Street					
17300 96TH Pl SW					
City		**State**	**Zip Code**	**Foreign Country**	
VASHON		WA	98070		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
JANIE STAR WOMENS ATHLETIC FUND					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					50,000

Name					
VASHON ISLAND GROWERS ASSOC					
Street					
16623 88TH STREET EAST					
City		**State**	**Zip Code**	**Foreign Country**	
SUMNER		WA	98390		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,000

Name					
VASHON-MAURY COMMUNITY FOOD BANK					
Street					
10030 SW 210TH STREET					
City		**State**	**Zip Code**	**Foreign Country**	
VASHON		WA	98070		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					10,000

Name					
VASHON-MAURY ISLAND TRUST FUND					
Street					
10030 SW 210TH STREET					
City		**State**	**Zip Code**	**Foreign Country**	
VASHON		WA	98070		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					10,000

Name					
VOICE OF VASHON					
Street					
P O. BOX 2397					
City		**State**	**Zip Code**	**Foreign Country**	
VASHON ISLAND		WA	98070		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,000

Name					
WHITE OAK FARM AND EDUCATION CENTER					
Street					
P.O BOX 450					
City		**State**	**Zip Code**	**Foreign Country**	
WILLIAMS		OR	97544		
Relationship	**Foundation Status**				
NONE	501(C)(3)				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					5,000

SUNTRUST

TCH W & F HENDRIX FDN
ACCOUNT NO. 3619440

PORTFOLIO SUMMARY

AS OF 04/30/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
EQUITY SECURITIES	84,284.81	2.43 %	66,666.67	17,618.14	0	0.00 %
COMMON & COLLECTIVE FUNDS	3,345,328.43	96.56 %	3,314,012.82	31,315.61	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	**3,429,613.24**	**98.99 %**	**3,380,679.49**	**48,933.75**	**0**	**0.00 %**
INCOME PORTFOLIO						
STIF & MONEY MARKET FUNDS	34,883.47	1.01 %	34,883.47	0.00	3	0.01 %
INCOME PORTFOLIO TOTAL	**34,883.47**	**1.01 %**	**34,883.47**	**0.00**	**3**	**0.01 %**
TOTAL ASSETS	3,464,496.71	100.00 %	3,415,562.96	48,933.75	3	0.00 %

SunTrust

TCH W & F HENDRIX FDN
ACCOUNT NO. 3619440

PORTFOLIO DETAIL

AS OF 04/30/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
EQUITY SECURITIES						
LTD PARTNERSHIP & CLOSELY HELD						
13.966	WALL WALL & HENDRIX JOINT VENTURE CUSIP: 992006PU4	84,284.81 6,035.000 2.43 %	66,666.67 4,773.50	17,618.14	0	0.00 % 0.00 %
COMMON & COLLECTIVE FUNDS						
2,302.895	HENDRIX EQUITY COMMON TRUST FD CUSIP: 990014185	3,345,328.43 1,452.662 96.56 %	3,314,012.82 1,439.06	31,315.61	0	0.00 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL		3,429,613.24	3,380,679.49	48,933.75	0	0.00 %
INCOME PORTFOLIO						
STIF & MONEY MARKET FUNDS						
34,883.47	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	34,883.47 1.000 1.01 %	34,883.47 1.00	0.00	3	0.01 % 0.00 %
INCOME PORTFOLIO TOTAL		34,883.47	34,883.47	0.00	3	0.01 %

SunTrust

TCH W & F HENDRIX FDN
ACCOUNT NO. 3619440

PORTFOLIO DETAIL

AS OF 04/30/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL ASSETS		3,464,496.71	3,445,562.96	18,933.75	3	0.00%

SunTrust

Statement Period April 1 , 2013 - April 30, 2013

Account Number 3619441

TCH W&F HENDRIX FDN/BETHEL SIDE

Account Statement

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
INCOME PORTFOLIO								
Cash								
CASH INCOME			-20,858.49		-20,858.49	0	0.00	0.00
Total Cash			**-$20,858.49**		**-$20,858.49**	**$0**	**$0.00**	**0.00%**
Total Income Portfolio			**-$20,858.49**	**-1.43%**	**-$20,858.49**	**$0**	**$0.00**	**0.00%**
PRINCIPAL PORTFOLIO								
Short Term Investments								
FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS	3,329.040	1.000	3,329.04	0.22	3,329.04	0	0.03	0.01
Total Short Term Investments			**$3,329.04**	**0.22%**	**$3,329.04**	**$0**	**$0.03**	**0.00%**
Common Stocks								
HENDRIX EQUITY COMMON TRUST FD BOOK VALUE $991,182.26	991.182	1,452.662	1,439,853.00	97.26	1,428,445.80	0	0.00	0.00
Total Common Stocks			**$1,439,853.00**	**97.26%**	**$1,428,445.80**	**$0**	**$0.00**	**0.00%**
Other								
WALL WALL & HENDRIX JOINT VENTURE	6.158	6,035.000	37,163.53	2.51	66,666.67	0	0.00	0.00
Total Other			**$37,163.53**	**2.51%**	**$66,666.67**	**$0**	**$0.00**	**0.00%**
Total Principal Portfolio			**$1,480,345.57**	**101.43%**	**$1,498,441.51**	**$0**	**$0.03**	**0.00%**
Total Portfolio			**$1,459,487.08**	**100.00%**	**$1,475,583.02**	**$0**	**$0.03**	**0.00%**

SUNTRUST

Statement Period
April 1 , 2013 - April 30, 2013

Account Number
3619441
TCH W&F HENDRIX FDN/BETHEL SIDE

Account Statement

Activity Detail

DATE	TRANSACTION DESCRIPTION	NO. OF SHARES/PAR VALUE	INCOME CASH	PRINCIPAL CASH	TAX COST BASIS
4/1/2013	**STATEMENT BEGINNING BALANCE**		$0.00	$0.00	$1,497,587.64
Receipts					
Dividends					
4/1 /2013	CASH RECEIPT OF DIVIDEND EARNED ON FEDERATED TRSY OBLIG MM-I #68 FFS DIVIDEND FROM 3/1/13 TO 3/31/13		0.03		
4/1 /2013	CASH RECEIPT OF DIVIDEND EARNED ON FEDERATED TRSY OBLIG MM-I #68 FFS DIVIDEND FROM 3/1/13 TO 3/31/13		0.01		
Total Dividends			$0.04	$0.00	$0.00
Common Trust Fund					
4/1 /2013	CASH RECEIPT OF INCOME EARNED ON HENDRIX EQUITY COMMON TRUST FD $0.875194/UNIT ON 991.1822 UNITS DUE 3/31/13	991.18	867.48		
Total Common Trust Fund			$867.48	$0.00	$0.00
Total Receipts			$867.52	$0.00	$0.00
Disbursements					
Disbursements					
4/1 /2013	CASH DISBURSEMENT PAID TO BETHEL UNIVERSITY BEQUEST CHARITABLE QUARTERLY INCOME DISTRIBUTION FROM THE HENDRIX FDN		-22,680.00		
Total Disbursements			-$22,680.00	$0.00	$0.00
Administrative Expenses					
4/30/2013	SUNTRUST MGMT FEES POSTED THRU 04/30/2013			-96.07	

Activity Detail - *continued*

DATE	TRANSACTION DESCRIPTION	NO. OF SHARES/PAR VALUE	INCOME CASH	PRINCIPAL CASH	TAX COST BASIS
Disbursements - continued					
4/30/2013	SUNTRUST MGMT FEES POSTED THRU 04/30/2013		-96.07		
Total Administrative Expenses			**-$96.07**	**-$96.07**	**$0.00**
Total Distributions			**-$22,776.07**	**-$96.07**	**$0.00**
Cash Sweep					
Sweep Sales					
4/30/2013	COMBINED SALES FOR THE PERIOD 4/ 1/13 - 4/30/13 OF FEDERATED TRSY OBLIG MM-I #68 FFS	96.07		96.07	-96.07
4/30/2013	COMBINED SALES FOR THE PERIOD 4/ 1/13 - 4/30/13 OF FEDERATED TRSY OBLIG MM-I #68 FFS	1,050.06	1,050.06		-1,050.06
Total Sweep Sales			**$1,050.06**	**$96.07**	**-$1,146.13**
Total Sweep Transactions			**$1,050.06**	**$96.07**	**-$1,146.13**
4/30/2013	**STATEMENT ENDING BALANCE**		**-$20,858.49**	**$0.00**	**$1,496,441.51**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	29
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	636,629	220,620	416,009
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	HENDRIX EQUITY COMMON T	990014185			12/31/2003		4/30/2013	20,337	20,148				0	189
2	X	HENDRIX EQUITY COMMON T	990014185			12/31/2003		12/31/2012	160,117	174,135				0	-14,018
3	X	HENDRIX EQUITY COMMON T	990014185			12/31/2003		1/31/2013	15,071	15,830				0	-759
4	X	HENDRIX EQUITY COMMON T	990014185			12/31/2003		5/31/2012	10,153	10,507				0	-354
5	X	HENDRIX EQUITY COMMON T	990014185						430,922						430,922

Part I, Line 11 (990-PF) - Other Income

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		14,087	10,766	0
	Description			
1	W&W HENDRIX JV	14,087	10,766	

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		31,154	0	0	31,154
	Description				
1	HOLTON, BLACKSTONE & MAYBERRY	31,154			31,154

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		9,550	0	0	0
	Description				
1	PY EXCISE TAX DUE	2,725	0		
2	ESTIMATED EXCISE PAYMENTS	6,825			

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	29
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						636,600	0	0	220,620	415,980	0	0	0	415,980
1	HENDRIX EQUITY COMMON TRUST FD	990014185		12/31/2003	4/30/2013	20,337		0	20,148	189	0	0	0	189
2	HENDRIX EQUITY COMMON TRUST FD	990014185		12/31/2003	12/31/2012	160,117		0	174,135	-14,018	0	0	0	-14,018
3	HENDRIX EQUITY COMMON TRUST FD	990014185		12/31/2003	1/31/2013	15,071		0	15,830	-759	0	0	0	-759
4	HENDRIX EQUITY COMMON TRUST FD	990014185		12/31/2003	5/31/2012	10,153		0	10,507	-354	0	0	0	-354
5	HENDRIX EQUITY COMMON TRUST FD	990014185				430,922			0	430,922	0	0	0	430,922

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										4,884	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ	4,884	0	0
2	JAMES GOOCH, ESQUIRE		AMSOUTH FINANCIAL CENTER	NASHVILLE	TN	37238		TRUSTEE	AS REQ			
3	JANE STAR			NASHVILLE	TN			TRUSTEE	AS REQ			
4	JAMES HENDRIX			NASHVILLE	TN			TRUSTEE	AS REQ			
5	JOHN ANDERSON			NASHVILLE	TN			TRUSTEE	AS REQ			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	9/4/2012	2	1,707
3	Second quarter estimated tax payment	10/15/2012	3	1,706
4	Third quarter estimated tax payment	1/11/2013	4	1,706
5	Fourth quarter estimated tax payment	4/11/2013	5	1,706
6	Other payments		6	
7	Total		7	6,825

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I — Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions WILLARD & FRANCES HENDRIX	Employer identification number (EIN) or 62-6158855
	Number, street, and room or suite no. If a P O box, see instructions P O. BOX 1908	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ORLANDO FL 32802-1908	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ SUNTRUST BANK

Telephone No. ▶ (615) 748-4034 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box. . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15/2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning 5/1/2012 , and ending 4/30/2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 11,432
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 6,432
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 5,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions