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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 6/01 , 2012, **and ending** 5/31 , 2013

THE HENDERSON FOUNDATION
C/O 3 SOUTH GREENLEAF ST STE G
GURNEE, IL 60031

A Employer identification number
26-0733102

B Telephone number (see the instructions)
(847) 336-3820

C If exemption application is pending, check here

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

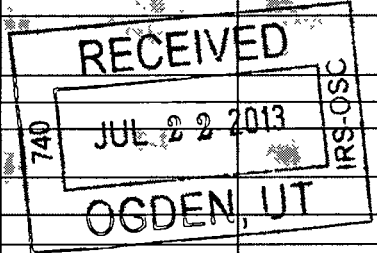
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 314,171.

J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	4,210.	4,210.	4,210.	
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	4,210.	4,210.	4,210.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 1	1,190.			1,190.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 2	86.	86.	86.	
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 3	10.			10.
24	Total operating and administrative expenses. Add lines 13 through 23	1,286.	86.		1,286.
25	Contributions, gifts, grants paid Stmt 4	65,910.			65,910.
26	Total expenses and disbursements. Add lines 24 and 25.	67,196.	86.	0.	67,196.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-62,986.			
b	Net investment income (if negative, enter -0-)		4,124.		
c	Adjusted net income (if negative, enter 0)			4,210.	

REVENUE
SCANNED AUG 20 2013
CALCULATED EXPENSES



P
8

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	160,417.	93,221.	93,221.
	2 Savings and temporary cash investments	216,740.	220,950.	220,950.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – US 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)				
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)	377,157.	314,171.	314,171.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund.			
	29 Retained earnings, accumulated income, endowment, or other funds	377,157.	314,171.	
	30 Total net assets or fund balances (see instructions)	377,157.	314,171.	
	31 Total liabilities and net assets/fund balances (see instructions)	377,157.	314,171.	

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	377,157.
2 Enter amount from Part I, line 27a	2	-62,986.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	314,171.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	314,171.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	
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 (column (b) divided by column (c))
2011	72,830.	377,157.	0.193103
2010	46,494.	391,372.	0.118797
2009	100,640.	327,723.	0.307089
2008	54,831.	341,972.	0.160338
2007	200.	164,658.	0.001215

2 Total of line 1, column (d)	2	0.780542
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	0.156108
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41.
7 Add lines 5 and 6	7	41.
8 Enter qualifying distributions from Part XII, line 4	8	67,196.

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	41.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	41.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	41.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	41.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6		X
7	X	
8 a		
8 b	X	
9		X
10		X

BAA

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ DONALD E HENDERSON Telephone no ▶ (847) 336-3820 Located at ▶ 995 NORMAN LANE GURNEE IL ZIP + 4 ▶ 60031-2052			
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 ▶ <input type="checkbox"/> N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		N/A
1 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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		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 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
DONALD E HENDERSON 995 NORMAN LANE GURNEE, IL 60031-2052	Chairman 5.00	0.	0.	0.
JUDY K HENDERSON 995 NORMAN LANE GURNEE, IL 60031-2052	Director 5.00	0.	0.	0.
J JOHN HENDERSON 700 S LEWIS AVE WAUKEGAN, IL 60085	Director 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services (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		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

Part IX-B Summary of Program-Related Investments (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 ----- -----		
Total. Add lines 1 through 3		0.

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	41.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	41.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	-41.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	-41.
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	0.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	67,196.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	67,196.
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	41.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67,155.

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				0.
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 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	30,613.			
c From 2009	84,294.			
d From 2010	46,600.			
e From 2011	72,916.			
f Total of lines 3a through e	234,423.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 67,196.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	67,196.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	301,619.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see 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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	301,619.			
10 Analysis of line 9				
a Excess from 2008	30,613.			
b Excess from 2009	84,294.			
c Excess from 2010	46,600.			
d Excess from 2011	72,916.			
e Excess from 2012	67,196.			

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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))

See Statement 5

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

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
<i>a Paid during the year</i>				
Total				▶ 3 a
<i>b Approved for future payment</i>				
Total				▶ 3 b

THE HENDERSON FOUNDATION

26-0733102

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING & TAX PREP	\$ 1,190.			\$ 1,190.
Total	\$ 1,190.	\$ 0.	\$ 0.	\$ 1,190.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U S TREASURY	\$ 86.	\$ 86.		\$ 86.
Total	\$ 86.	\$ 86.	\$ 0.	\$ 86.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ILL SEC OF STATE	\$ 10.			\$ 10.
Total	\$ 10.	\$ 0.	\$ 0.	\$ 10.

Statement 4
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity: CHARITABLE
 Donee's Name: ZACHARIAS CENTER
 Donee's Address: 4275 OLD GRAND AVENUE
 GURNEE, IL 60031
 Relationship of Donee: NONE
 Organizational Status of Donee: 501C3
 Amount Given: \$ 3,000.

Class of Activity: CHARITABLE
 Donee's Name: VILLAGE CHURCH OF GURNEE
 Donee's Address: 1319 N HUNT CLUB ROAD
 GURNEE, IL 60031
 Relationship of Donee: NONE
 Organizational Status of Donee: 501C3
 Amount Given: 25,100.

Class of Activity: CHARITABLE

THE HENDERSON FOUNDATION

26-0733102

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	TEEN MOTHER CHOICES	
Donee's Address:	P O BOX 132 WADSWORTH, IL 60083	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		\$ 4,000.
Class of Activity:	CHARITABLE	
Donee's Name:	THE SALVATION ARMY	
Donee's Address:	10 W ALGONQUIN ROAD DES PLAINES, IL 60016	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		5,400.
Class of Activity:	CHARITABLE	
Donee's Name:	THE SMILE TRAIN	
Donee's Address:	P O BOX 96231 WASHINGTON, DC 20090	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		500.
Class of Activity:	CHARITABLE	
Donee's Name:	SHRINERS HOSPITALS FOR CHILDREN	
Donee's Address:	2900 ROCKY POINT DRIVE TAMPA, FL 33607	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		500.
Class of Activity:	CHARITABLE	
Donee's Name:	LOVE INC	
Donee's Address:	P O BOX 7796 GURNEE, IL 60031	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		2,000.
Class of Activity:	CHARITABLE	
Donee's Name:	HEALTH REACH INC.	
Donee's Address:	1800 GRAND AVENUE WAUKEGAN, IL 60085	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		3,000.
Class of Activity:	CHARITABLE	
Donee's Name:	DOCTORS WITHOUT BORDERS	
Donee's Address:	333 7TH AVE 2ND FLOOR NEW YORK, NY 10001	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		1,000.
Class of Activity:	CHARITABLE	
Donee's Name:	CHRISTIAN OUTREACH OF LUTHERANS	

THE HENDERSON FOUNDATION

26-0733102

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Address:	127 WEST WATER STREET WAUKEGAN, IL 60085	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		\$ 5,210.
Class of Activity:	CHARITABLE	
Donee's Name:	BETHEL LUTHERAN CHURCH	
Donee's Address:	5110 GRAND AVE GURNEE, IL 60031	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		2,500.
Class of Activity:	CHARITABLE	
Donee's Name:	AMERICAN RED CROSS	
Donee's Address:	2200 W HARRISON CHICAGO, IL 60612	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		300.
Class of Activity:	CHARITABLE	
Donee's Name:	CHRISTAR	
Donee's Address:	P O BOX 850357 RICHARDSON, TX 75085	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		2,500.
Class of Activity:	CHARITABLE	
Donee's Name:	TEEN MOTHER CHOICES INTERNATIONAL	
Donee's Address:	STE 14-417 5250 GRAND AVENUE GURNEE, IL 60031	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		4,500.
Class of Activity:	CHARITABLE	
Donee's Name:	JONI AND FRIENDS	
Donee's Address:	P O BOX 3333 AGOURA HILLS, CA 91376	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		100.
Class of Activity:	CHARITABLE	
Donee's Name:	WYCLIFFE BIBLE FOUNDATION	
Donee's Address:	11221 JOHN WYCLIFFE BLVD ORLANDO, FL 32832	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501C3	
Amount Given:		100.
Class of Activity:	CHARITABLE	
Donee's Name:	ST JUDES CHILDRENS RESEARCH HOSPITAL	
Donee's Address:	262 DANNY THOMAS PL	

THE HENDERSON FOUNDATION

26-0733102

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee:	MEMPHIS, TN 38105		
Organizational Status of Donee:	NONE		
Amount Given:	501C3	\$	500.
Class of Activity:	CHARITABLE		
Donee's Name:	PRISON FELLOWSHIP		
Donee's Address:	44180 RIVERSIDE PARKWAY LANSDOWNE, PA 20176		
Relationship of Donee:	NONE		
Organizational Status of Donee:	501C3		
Amount Given:			300.
Class of Activity:	EDUCATIONAL		
Donee's Name:	WTTW CHANEL 11 CHICAGO		
Donee's Address:	5400 N ST LOUIS CHICAGO, IL 60625		
Relationship of Donee:	NONE		
Organizational Status of Donee:	501C3		
Amount Given:			50.
Class of Activity:	CHARITABLE		
Donee's Name:	AMERICAN CANCER SOCIETY		
Donee's Address:			
Relationship of Donee:	NONE		
Organizational Status of Donee:	501C3		
Amount Given:			400.
Class of Activity:	CHARITABLE		
Donee's Name:	HELP THEM TO HOPE		
Donee's Address:	SUITE 570 1225 TRI-STATE PARKWAY GURNEE, IL 60031		
Relationship of Donee:	NONE		
Organizational Status of Donee:	501C3		
Amount Given:			1,000.
Class of Activity:	EDUCATIONAL		
Donee's Name:	A GIFT FOR TEACHING		
Donee's Address:	6501 MAGIC WAY BLDG 400C ORLANDO, FL 32809		
Relationship of Donee:	NONE		
Organizational Status of Donee:	501C3		
Amount Given:			1,000.
Class of Activity:	MEDICAL		
Donee's Name:	GIFT OF LIFE		
Donee's Address:	705 SECOND STREET SW ROCHESTER, MN 55902		
Relationship of Donee:	NONE		
Organizational Status of Donee:	501(C)3		
Amount Given:			150.
Class of Activity:	ORPHAN CARE		
Donee's Name:	WARM BLANKETS		
Donee's Address:	5105 TOLLVIEW DRIVE #155 ROLLING MEADOWS, IL 60008		

THE HENDERSON FOUNDATION

26-0733102

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee: NONE
 Organizational Status of Donee: 501(C)3
 Amount Given: \$ 100.

Class of Activity: MEDICAL/EDUCATIONAL
 Donee's Name: FAR CORNERS MISSIONS
 Donee's Address: 8401 JACKSBORO HWY
 LAKESIDE, TX 76135

Relationship of Donee: NONE
 Organizational Status of Donee: 501(C)3
 Amount Given: 500.

Class of Activity: RELIGIOUS
 Donee's Name: THE NAVAGATORS
 Donee's Address: 3820 N 30TH STREET
 COLORADO SPRINGS, CO 80904

Relationship of Donee: NONE
 Organizational Status of Donee: 501(C)3
 Amount Given: 200.

Class of Activity: MUNICIPAL POLICE
 Donee's Name: GURNEE POLICE DEPARTMENT
 Donee's Address: 100 OPLAINE ROAD
 GURNEE, IL 60031

Relationship of Donee: NONE
 Organizational Status of Donee: 501(C)3
 Amount Given: 1,000.

Class of Activity: MUNICIPAL FIRE
 Donee's Name: GURNEE FIRE DEPARTMENT
 Donee's Address: 4580 OLD GRAND AVE
 GURNEE, IL 60031

Relationship of Donee: NONE
 Organizational Status of Donee: 501(C)3
 Amount Given: 1,000.

Total \$ 65,910.

Statement 5
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

DONALD E HENDERSON
 JUDY K HENDERSON