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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 12-01-2012 , and ending 11-30-2013

Name of foundation HENAGAN FOUNDATION INC		A Employer identification number 58-2590432	
Number and street (or P O box number if mail is not delivered to street address) 100 GALLERIA PARKWAY SUITE 1300		Room/suite	
City or town, state, and ZIP code ATLANTA, GA 303396402		B Telephone number (see instructions) (770) 818-9521	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,931,884		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	550,699			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	33	33		
	4 Dividends and interest from securities.	27,859	27,859		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	284,609			
	b Gross sales price for all assets on line 6a _____ 1,672,897				
	7 Capital gain net income (from Part IV, line 2)		284,609		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	863,200	312,501		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,838	1,838		0
	c Other professional fees (attach schedule)	16,795	16,795		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,210	2,210		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	55	55		0
	24 Total operating and administrative expenses. Add lines 13 through 23	20,898	20,898		0
	25 Contributions, gifts, grants paid	117,802			117,802
	26 Total expenses and disbursements. Add lines 24 and 25	138,700	20,898		117,802
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	724,500			
	b Net investment income (if negative, enter -0-)		291,603		
	c Adjusted net income (if negative, enter -0-)				

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	97,170	430,355	430,355
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	600		
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	864,764	1,136,126	1,470,709
	c	Investments—corporate bonds (attach schedule).	65,339	30,650	30,820
	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 ▶ 7,570 Less accumulated depreciation (attach schedule) ▶ 7,570			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,027,873	1,597,131	1,931,884	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,027,873	1,597,131	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,027,873	1,597,131	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,027,873	1,597,131	

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	1,027,873
2	Enter amount from Part I, line 27a	2	724,500
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,752,373
5	Decreases not included in line 2 (itemize) ▶ _____	5	155,242
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,597,131

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	284,609
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	114,285	1,352,972	0 084470
2010	103,845	1,218,451	0 085227
2009	120,882	1,154,772	0 104680
2008	29,636	1,166,048	0 025416
2007	59,834	1,245,106	0 048055

2	Total of line 1, column (d).	2	0 347848
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 069570
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,825,754
5	Multiply line 4 by line 3.	5	127,018
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,916
7	Add lines 5 and 6.	7	129,934
8	Enter qualifying distributions from Part XII, line 4. 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	8	117,802

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		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 instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,832
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	5,832
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	5,832
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	900	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	900
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	4,932
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-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA _____			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶BARBARA M HENAGAN	Telephone no ▶(770) 818-9521		
Located at ▶100 GALLERIA PKWY SE STE 1300 ATLANTA GA		ZIP +4 ▶303396402		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶		15		
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		No
See 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.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		No
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).	2b		
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?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM F HENAGAN	PRESIDENT	0	0	0
35 VALLEY ROAD NW	2 00			
ATLANTA,GA 303051115				
BARBARA M HENAGAN	SECRETARY/TREASURER	0	0	0
35 VALLEY ROAD NW	2 00			
ATLANTA,GA 303051115				
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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	1,553,373
b	Average of monthly cash balances.	1b	300,184
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,853,557
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,853,557
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	27,803
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,825,754
6	Minimum investment return. Enter 5% of line 5.	6	91,288

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	91,288
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,832
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,832
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	85,456
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	85,456
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	85,456

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	117,802
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	117,802
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	117,802
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				85,456
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.				
c From 2009.				63,583
d From 2010.				43,784
e From 2011.				48,284
f Total of lines 3a through e.	155,651			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 117,802				
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.				85,456
e Remaining amount distributed out of corpus	32,346			
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	187,997			
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.	187,997			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				63,583
c Excess from 2010. . . .				43,784
d Excess from 2011. . . .				48,284
e Excess from 2012. . . .				32,346

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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 organization 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 Additional Data Table

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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	117,802
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	33	
4	Dividends and interest from securities. . . .			14	27,859	
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	284,609	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		312,501	0
13	Total. Add line 12, columns (b), (d), and (e).			13		312,501

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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 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

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

***** 2014-01-14 *****

Signature of officer or trustee _____ Date _____ Title _____

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

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ABBVIE INC	P	2013-03-20	2013-08-09
ABBVIE INC	P	2013-03-20	2013-08-09
ABBVIE INC	P	2013-03-27	2013-08-09
ABBVIE INC	P	2013-03-27	2013-04-05
ABBVIE INC	P	2013-03-28	2013-08-09
AFLAC	P	2013-05-31	2013-11-06
AIRGAS	P	2011-08-29	2013-04-05
ALLERGAN INC	P	2012-03-21	2012-12-05
ALLERGAN INC	P	2011-03-21	2012-12-05
AMAZON COM INC	P	2013-01-15	2013-07-19
AMAZON COM INC	P	2013-01-15	2013-04-05
APACHE CORPORATION	P	2011-10-20	2013-02-25
APPLE INC	P	2011-09-20	2013-01-24
APPLE INC	P	2012-02-28	2013-01-24
APPLE INC	P	2012-02-28	2013-01-14
APPLE INC	P	2013-03-19	2013-06-21
APPLE INC	P	2013-03-19	2013-04-05
ARES CAPITAL CORP	P	2012-10-24	2013-04-05
BB&T	P	2013-01-17	2013-02-26
BALL CORPORATION	P	2012-02-13	2013-01-04
BALL CORPORATION	P	2012-02-13	2012-12-27
BANCO LATINOAMERICANO DE COMERCIO	P	2013-02-12	2013-06-13
BANCO LATINOAMERICANO DE COMERCIO	P	2013-02-12	2013-06-12
BEAM INC	P	2012-04-03	2013-04-05
BLACKROCK INC	P	2012-11-05	2013-06-13
BLACKROCK INC	P	2012-11-05	2013-04-05
BP PLC	P	2013-04-24	2013-09-16
BP PLC	P	2013-05-14	2013-09-16
CABELAS (4/7/2011)	D	2009-12-22	2013-04-05
CAMECO CORP	P	2013-05-16	2013-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CATAMARAN CORP (FORMERLY SXC HEALTH)	P	2012-07-09	2013-09-19
CATAMARAN CORP (FORMERLY SXC HEALTH)	P	2012-07-09	2013-04-05
CELGENE CORP	P	2011-10-11	2013-01-30
CELGENE CORP	P	2011-10-11	2013-04-05
CELGENE CORP	P	2011-10-11	2013-04-25
CHEVRON CORP	P	2012-08-09	2013-04-05
CHEVRON CORP	P	2013-04-24	2013-10-11
CISCO (5/17/2011)	D	1995-01-24	2013-10-07
CONOCOPHILLIPS	P	2011-10-31	2013-04-05
CONSOL ENERGY INC (12/21/12)	D	2001-02-05	2013-06-28
CONSOL ENERGY INC (12/21/12)	D	2001-02-05	2013-04-05
CROWN HOLDINGS	P	2013-06-10	2013-10-01
EATON VANCE INCOME FUND #431	P	2012-01-24	2012-12-05
EBAY INC	P	2012-05-01	2013-04-05
EBAY INC	P	2012-05-01	2013-03-25
EGSHARES EMERGING MKTS CONSUMER TITANS INDEX FUND ETF	P	2011-08-29	2013-06-20
EGSHARES EMERGING MKTS CONSUMER TITANS INDEX FUND ETF	P	2012-01-31	2013-06-20
EGSHARES EMERGING MKTS CONSUMER TITANS INDEX FUND ETF	P	2012-10-16	2013-06-20
EGSHARES EMERGING MKTS CONSUMER TITANS INDEX FUND ETF	P	2012-10-16	2013-06-10
EGSHARES EMERGING MKTS CONSUMER TITANS INDEX FUND ETF	P	2012-10-16	2013-04-05
EMERSON ELECTRIC	P	2011-08-29	2013-04-05
FACEBOOK	P	2013-08-07	2013-11-19
FASTENAL CO	P	2012-12-31	2013-08-20
FASTENAL CO	P	2012-12-31	2013-04-05
FIFTH THIRD BANCORP	P	2012-08-21	2013-09-20
FIFTH THIRD BANCORP	P	2012-08-21	2013-04-05
FIFTH THIRD BANCORP	P	2013-05-28	2013-09-20
FOMENTO ECONIMICO MEXICANO SAB	P	2012-12-03	2013-05-22
FOMENTO ECONIMICO MEXICANO SAB	P	2013-01-10	2013-05-22
FOMENTO ECONIMICO MEXICANO SAB	P	2013-01-10	2013-04-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FRANKLIN STREET PROPERTIES	P	2012-07-03	2013-04-05
GENERAL ELECTRIC	P	2013-03-12	2013-04-05
GENERAL ELECTRIC	P	2013-03-12	2013-04-23
GENERAL MOTORS	P	2012-08-21	2013-02-14
GENUINE PARTS	P	2012-03-30	2013-04-05
HJ HEINZ CO SR UNSEC 2% DUE 2016	P	2011-09-08	2013-06-07
HOME DEPOT	P	2013-04-03	2013-08-19
HOME LOAN SERVICING SOLUTION	P	2013-01-25	2013-05-20
HOME LOAN SERVICING SOLUTION	P	2013-01-25	2013-04-05
HUNTINGTON BANCSHARES	P	2013-01-23	2013-04-05
INTUITIVE SURGICAL INC	P	2012-12-14	2012-12-20
ISHARES GERMAN INDEX GUND ETF	P	2013-02-14	2013-03-19
ISHARES SWEDEN INDEX FUND ETF	P	2012-02-03	2013-04-04
JPMORGAN CHASE & CO	P	2013-05-08	2013-08-09
JPMORGAN CHASE & CO	P	2013-05-08	2013-08-12
JPMORGAN CHASE & CO	P	2013-05-09	2013-08-12
JPMORGAN CHASE & CO	P	2013-06-10	2013-08-12
JOHNSON & JOHNSON	P	2012-06-19	2013-04-05
KINDER MORGAN MANGEMENT LLC (SPLIT)	P	2013-11-14	2013-11-15
KINDER MORGAN MANGEMENT LLC (SPLIT)	P	2013-05-15	2013-08-15
KINDER MORGAN MANGEMENT LLC (SPLIT)	P	2013-05-15	2013-05-16
KINDER MORGAN MANGEMENT LLC	P	2012-11-14	2013-04-05
KINDER MORGAN MANGEMENT LLC	P	2012-11-14	2013-04-05
KINDER MORGAN MANGEMENT LLC	P	2012-11-14	2013-02-15
LIBERTY MEDIA CORP - STARZ	P	2012-12-21	2013-04-05
LUFKIN INDS	P	2012-08-28	2013-04-08
LUFKIN INDS	P	2012-08-28	2013-04-05
MANULIFE FINANCIAL CORP (12/21/12)	D	1999-10-01	2013-06-13
MANULIFE FINANCIAL CORP (12/21/12)	D	1999-10-01	2013-04-05
MASTERCARD INC CLASS A	P	2011-10-27	2013-04-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MERCK & CO INC	P	2011-08-29	2013-05-08
MERCK & CO INC	P	2011-08-29	2013-04-05
MERCK & CO INC	P	2011-08-29	2013-01-04
MONDLEZ INTERNATIONAL	P	2013-02-28	2013-06-20
MONDLEZ INTERNATIONAL	P	2013-02-28	2013-04-05
MONMOUTH REAL ESTATE INVST CORP	P	2010-06-04	2013-04-05
MOSAIC CO	P	2013-05-08	2013-06-12
NESTLE S A	P	2011-08-29	2013-06-04
NESTLE S A	P	2011-08-29	2013-04-05
OASIS PETROLEUM	P	2013-10-02	2013-11-11
PHILLIPS 66	P	2012-05-01	2013-04-05
PHILLIPS 66	P	2012-08-08	2013-04-05
PRICELINE COM	P	2013-07-01	2013-10-08
PROCTOR & GAMBLE	P	2012-12-17	2013-10-02
PROCTOR & GAMBLE	P	2012-12-17	2013-04-05
SANOFI SPONSORED ADR	P	2012-08-28	2013-09-03
SANOFI SPONSORED ADR	P	2013-01-08	2013-09-03
SANOFI SPONSORED ADR	P	2013-01-08	2013-04-05
SCHWAB CHARLES CORP	P	2013-06-27	2013-09-30
SCHWAB CHARLES CORP (12/21/12)	D	1997-04-10	2013-06-13
SCHWAB CHARLES CORP (12/21/12)	D	1997-04-10	2013-04-05
SPDR EURO STOXX 50 ETF	P	2012-10-05	2013-02-14
SPDR EURO STOXX 50 ETF	P	2012-10-31	2013-02-14
SPDR EURO STOXX 50 ETF	P	2012-11-26	2013-02-14
SPDR EURO STOXX 50 ETF	P	2012-10-31	2013-02-07
SPDR GOLD TRUST	P	2008-09-23	2013-09-30
SPDR GOLD TRUST	P	2008-09-23	2013-04-12
SPDR GOLD TRUST (6/28/13)	D	2004-11-30	2013-11-08
SPDR GOLD TRUST (6/28/13)	D	2008-10-09	2013-11-08
SPDR GOLD TRUST (6/28/13)	D	2008-10-09	2013-11-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SPDR GOLD TRUST	P	2008-10-09	2013-09-30
SPDR GOLD TRUST	P	2008-10-09	2013-09-30
SPDR GOLD TRUST	P	2001-11-30	2013-11-08
STAG INDUSTRIES	P	2012-05-24	2013-04-05
STARZ - LIBERTY CAPITAL	P	2012-12-21	2013-02-25
STATE STREET CORP	D	1993-11-08	2013-06-13
STATE STREET CORP	D	1993-11-08	2013-04-05
TEJON RANCH CO	P	2013-01-09	2013-09-19
TEJON RANCH CO	P	2013-01-09	2013-04-05
TOYOTA MTR CORP	P	2013-07-22	2013-10-28
US BANCORP	P	2013-05-21	2013-08-30
UNION PACIFIC CORP	P	2012-01-19	2013-04-05
UNITED PARCEL SERVICE CL B	P	2013-05-07	2013-08-27
VANGUARD FTSE DEVELOPED MARKETS ETF	P	2013-10-11	2013-11-07
VANGUARD FTSE EMERGING MARKETS ETF	P	2013-08-13	2013-11-13
VANGUARD FTSE EMERGING MARKETS ETF	P	2013-07-23	2013-11-13
VANGUARD FTSE EMERGING MARKETS ETF	P	2013-07-23	2013-11-07
VANGUARD FTSE EMERGING MARKETS ETF	P	2013-07-23	2013-08-21
VANGUARD MSCI EAFE ETF	P	2013-02-14	2013-04-16
VANGUARD MSCI EAFE ETF	P	2013-02-14	2013-04-05
VERIZON COMMUNICATIONS INC	P	2010-05-27	2013-04-05
WISDOMTREE INDIA EARNINGS FUND ETF	P	2012-12-20	2013-03-01
WISDOMTREE JAPAN HEDGED EQUITY FUND	P	2013-01-16	2013-06-04
WISDOMTREE JAPAN HEDGED EQUITY FUND	P	2013-01-16	2013-05-30
WISDOMTREE JAPAN HEDGED EQUITY FUND	P	2013-01-16	2013-05-24
WISDOMTREE JAPAN HEDGED EQUITY FUND	P	2013-01-16	2013-04-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,115		973	142
19,209		16,701	2,508
2,770		2,493	277
1,030		1,005	25
3,440		3,075	365
29,457		25,850	3,607
955		638	317
12,185		12,485	-300
7,851		7,979	-128
2,739		2,436	303
1,278		1,353	-75
14,879		18,247	-3,368
14,282		13,013	1,269
2,303		2,656	-353
10,036		10,625	-589
21,648		24,286	-2,638
2,119		2,291	-172
19,953		19,874	79
16,663		17,229	-566
12,353		10,966	1,387
10,051		9,118	933
14,110		15,678	-1,568
1,762		1,932	-170
604		585	19
12,539		8,923	3,616
13,381		10,442	2,939
16,870		16,901	-31
12,652		12,940	-288
1,186		283	903
16,869		17,656	-787

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
13,334		12,330	1,004
526		482	44
2,948		1,988	960
1,166		663	503
12,431		6,958	5,473
1,169		1,115	54
11,714		11,839	-125
41,023		5,853	35,170
581		536	45
20,803		8,709	12,094
983		339	644
16,404		17,075	-671
37,411		35,847	1,564
827		618	209
8,936		7,170	1,766
24,055		22,730	1,325
10,825		10,463	362
289		304	-15
3,153		3,113	40
1,690		1,645	45
557		467	90
22,218		18,515	3,703
17,258		17,808	-550
730		694	36
15,910		12,949	2,961
556		524	32
9,933		10,039	-106
13,344		12,552	792
5,254		5,247	7
585		525	60

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
732		527	205
1,139		1,171	-32
9,914		10,776	-862
9,056		6,874	2,182
1,154		937	217
65,650		65,339	311
22,552		21,050	1,502
18,219		15,901	2,318
670		620	50
822		812	10
11,597		12,338	-741
17,193		17,215	-22
15,910		14,109	1,801
15,293		14,428	865
3,785		3,492	293
9,192		7,938	1,254
5,407		5,447	-40
1,228		1,003	225
66		60	6
13		12	1
69		57	12
844		719	125
422		359	63
21		18	3
540		514	26
23,371		13,837	9,534
629		522	107
27,421		10,656	16,765
960		420	540
2,640		1,697	943

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
12,932		9,265	3,667
449		325	124
19,047		14,792	4,255
25,276		24,674	602
1,055		970	85
1,262		744	518
15,813		17,626	-1,813
24,200		22,334	1,866
1,083		931	152
27,871		27,552	319
7,722		4,290	3,432
11,857		7,786	4,071
2,019		1,689	330
25,759		23,715	2,044
1,172		1,046	126
16,489		14,357	2,132
3,769		3,883	-114
1,013		971	42
24,576		24,614	-38
31,755		8,351	23,404
1,063		335	728
14,149		13,280	869
8,455		7,889	566
11,215		10,509	706
5,496		5,194	302
5,002		3,650	1,352
72,833		44,221	28,612
866		316	550
49,955		35,364	14,591
63,084		43,768	19,316

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,416		7,791	3,625
47,716		32,376	15,340
35,735		13,057	22,678
854		520	334
3,085		1,914	1,171
9,399		1,396	8,003
284		48	236
14,459		14,283	176
540		609	-69
25,529		25,998	-469
17,911		17,509	402
1,376		1,126	250
16,804		17,372	-568
13,847		13,697	150
18,723		18,866	-143
8,604		8,711	-107
13,059		12,824	235
15,150		16,131	-981
16,640		16,357	283
724		727	-3
1,478		766	712
11,694		12,421	-727
16,523		13,372	3,151
7,127		5,650	1,477
16,029		12,430	3,599
1,543		1,318	225

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			142
			2,508
			277
			25
			365
			3,607
			317
			-300
			-128
			303
			-75
			-3,368
			1,269
			-353
			-589
			-2,638
			-172
			79
			-566
			1,387
			933
			-1,568
			-170
			19
			3,616
			2,939
			-31
			-288
			903
			-787

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,004
			44
			960
			503
			5,473
			54
			-125
			35,170
			45
			12,094
			644
			-671
			1,564
			209
			1,766
			1,325
			362
			-15
			40
			45
			90
			3,703
			-550
			36
			2,961
			32
			-106
			792
			7
			60

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			205
			-32
			-862
			2,182
			217
			311
			1,502
			2,318
			50
			10
			-741
			-22
			1,801
			865
			293
			1,254
			-40
			225
			6
			1
			12
			125
			63
			3
			26
			9,534
			107
			16,765
			540
			943

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,667
			124
			4,255
			602
			85
			518
			-1,813
			1,866
			152
			319
			3,432
			4,071
			330
			2,044
			126
			2,132
			-114
			42
			-38
			23,404
			728
			869
			566
			706
			302
			1,352
			28,612
			550
			14,591
			19,316

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,625
			15,340
			22,678
			334
			1,171
			8,003
			236
			176
			-69
			-469
			402
			250
			-568
			150
			-143
			-107
			235
			-981
			283
			-3
			712
			-727
			3,151
			1,477
			3,599
			225


Form 990PF Part XV Line 1a - 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).

WILLIAM F HENAGAN
BARBARA M HENAGAN

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVENUE NE ATLANTA,GA 30309	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	10,500
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKWY NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	1,500
BEAUFORT MEMORIAL HOSPITAL FOUNDATION PO BOX 2233 BEAUFORT,SC 29901	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	100
CHILDREN'S HEALTHCARE OF ATLANTA FOUNDATION 1687 TULLIE CIRCLE NE ATLANTA,GA 30328	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	1,125
FRED J LEWIS SOCIETY VANDERBILT UNIVERSITY UV STATION B 357727 2301 VANDERBILT PLACE NASHVILLE,TN 37325	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	2,000
NORTHSIDE UNITED METHODIST CHURCH 2799 NORTHSIDE DRIVE NW ATLANTA,GA 30305	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	10,000
PRINCETON DAY SCHOOL THE GREAT ROAD PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	50
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	22,500
THE LOVETT SCHOOL (BREAKTHROUGH ATLANTA) 4075 PACES FERRY ROAD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	58,507
VISITING NURSEHOSPICE ATLANTA 6610 BAY CIRCLE SUITE C NORCROSS,GA 30071	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	1,000
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD ATLANTA,GA 30305	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	2,000
BREAKTHROUGH ATLANTA 4075 PACES FERRY ROAD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	1,000
MAKE-A-WISH MIDDLE TENNESSEE 8119 ISABELLA LANE SUITE 105A BRENTWOOD,TN 37027	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	200
MEADOWRIDGE SCHOLARSHIP FUND 383 MAIN AVENUE NORWALK,CT 06851	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	300
METRO ATLANTA PROJECT 2799 NORTHSIDE DRIVE NW ATLANTA,GA 30305	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NORMAN ROCKWELL MUSEUM 9 GLENDALE ROAD PO BOX 308 STOCKBRIDGE, MA 01262	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	500
STEERSMART 2835 HOWELL MILL ROAD NORTHWEST ATLANTA, GA 30327	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	500
TANZANIAN CHILDREN'S FUND 2 ATLANTIC AVENUE 4TH FLOOR BOSTON, MA 02110	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	200
THE MADDUX FOUNDATION 11141 GEORGIA AVE SUITE 401 WHEATON, MD 20902	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	250
WATER AT WORKS MINISTRY PO BOX 133192 ATLANTA, GA 30333	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	270
WESLEY WOODS 1817 CLINTON ROAD NE ATLANTA, GA 30329	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	5,000
Total  3a				117,802

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization HENAGAN FOUNDATION INC	Employer identification number 58-2590432
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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 HENAGAN FOUNDATION INC	Employer identification number 58-2590432
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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
_____	See Additional Data Table _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization HENAGAN FOUNDATION INC	Employer identification number 58-2590432
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Part II	Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

Name of organization HENAGAN FOUNDATION INC	Employer identification number 58-2590432
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

Additional Data

Software ID:

Software Version:

EIN: 58-2590432

Name: HENAGAN FOUNDATION INC

Form 990 Schedule B, 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
<div>1</div>	<div>BARBARA HENAGAN</div> <div>35 VALLEY ROAD</div> <div>ATLANTA, GA 30305</div>	<div>\$ 251,123</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>2</div>	<div>BARBARA HENAGAN</div> <div>35 VALLEY ROAD</div> <div>ATLANTA, GA 30305</div>	<div>\$ 26,232</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>3</div>	<div>BARBARA HENAGAN</div> <div>35 VALLEY ROAD</div> <div>ATLANTA, GA 30305</div>	<div>\$ 25,087</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>4</div>	<div>BARBARA HENAGAN</div> <div>35 VALLEY ROAD</div> <div>ATLANTA, GA 30305</div>	<div>\$ 24,127</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>5</div>	<div>BARBARA HENAGAN</div> <div>35 VALLEY ROAD</div> <div>ATLANTA, GA 30305</div>	<div>\$ 80,880</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>6</div>	<div>BARBARA HENAGAN</div> <div>35 VALLEY ROAD</div> <div>ATLANTA, GA 30305</div>	<div>\$ 26,240</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>7</div>	<div>BARBARA HENAGAN</div> <div>35 VALLEY ROAD</div> <div>ATLANTA, GA 30305</div>	<div>\$ 116,191</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	BARBARA HENAGAN 35 VALLEY ROAD ATLANTA, GA 30305	\$ 819	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	800 SHARES OF CONSOL ENERGY CORP	\$ <u>26,232</u>	<u>2012-12-21</u>
<u>3</u>	1846 SHARES MANULIFE FINANCIAL CORP	\$ <u>25,087</u>	<u>2012-12-21</u>
<u>4</u>	1686 SHARES CHARLES SCHWAB CORP	\$ <u>24,127</u>	<u>2012-12-21</u>
<u>5</u>	500 SHARES SPDR GOLD TRUST ETF	\$ <u>80,880</u>	<u>2012-12-31</u>
<u>6</u>	4000 SHARES MERRIMACK PHARMA INC	\$ <u>26,240</u>	<u>2012-06-28</u>
<u>7</u>	993 SHARES SPDR GOLD TRUST ETF	\$ <u>116,191</u>	<u>2012-06-28</u>
<u>8</u>	7 SPDR GOLD TRUST ETF	\$ <u>819</u>	<u>2012-06-28</u>

TY 2012 Accounting Fees Schedule**Name:** HENAGAN FOUNDATION INC**EIN:** 58-2590432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCGLADREY & PULLEN, LLP - ACCOUNTING AND TAX RETURN PREPARATION	1,838	1,838		0

**TY 2012 Investments Corporate
Bonds Schedule**

Name: HENAGAN FOUNDATION INC
EIN: 58-2590432

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SPDR BARCLAYS ST CORP. BOND ETF	30,650	30,820

TY 2012 Investments Corporate
Stock Schedule

Name: HENAGAN FOUNDATION INC
EIN: 58-2590432

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	37,069	42,989
AIRGAS, INC.	16,915	28,786
AMAZON.COM INC.	12,992	18,893
AMERICAN INTERNATIONAL GROUP	32,519	38,307
BANK OF THE OZARKS	17,348	22,740
BEAM INC.	14,031	16,207
CABELAS	6,794	29,400
CARNIVAL CORP	19,221	19,861
CELGENE CORP.	9,278	22,648
CHEVRON	28,681	31,222
CONOCOPHILLIPS	13,123	17,836
EBAY INC.	12,403	15,207
ECOLAB INC.	25,802	32,044
EMERSON ELECTRIC	24,300	30,614
FREEPORT MCMORAN COPPER & GOLD INC.	26,663	28,446
FRANKLIN STREET PROPERTIES	13,179	16,075
GENERAL BEARING	1	1,000
GENERAL ELECTRIC	29,128	32,659
GENUINE PARTS	26,249	34,793
GLAXO SMITHKLINE	21,329	23,549
GOOGLE INC	19,649	32,847
HUNTINGTON BANCSHARES, INC.	23,347	30,399
ILLINOIS TOOL WORKS	30,909	32,628
ISHARES MSCI GERMANY ETF	49,432	55,760
ISHARES MSCI POLAND CAPPED ETF	14,475	14,661
JOHNSON & JOHNSON	25,076	35,498
LIBERTY MEDIA CORP	16,132	24,093
LINCOLN NATIONAL CORP	28,698	29,001
MARKEL CORP	17,165	19,505
MASTERCARD INC. CL A	16,969	38,041

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERRIMACK PHARMACEUTICALS	6,658	15,760
MOSAIC CO	16,460	17,005
NIKE	28,556	28,807
NOBLE	28,405	28,939
PIONEER NAT RES CO	28,389	24,530
PRICELINE.COM	15,201	21,462
QUALCOMM	19,275	19,425
ROCHE HOLDING LTD.	31,092	33,694
STAG INDUSTRIES, INC	13,073	21,810
STRATASYS LTD	16,820	21,434
TEJON RANCH CO. WARRANT EXPIRING 8/31/16	345	405
TOTAL SA	28,893	30,582
TRIPADVISOR	13,578	18,724
TWENTY-FIRST CENTURY	30,632	33,030
UNION PACIFIC CORP	22,186	31,922
VANGUARD FTSE DEVELOPED MKTS ETF	18,489	19,039
VERIZON COMMUNICATIONS, INC.	19,650	38,207
VODAPHONE	25,690	33,010
WALGREENS CO	25,510	30,370
WHITEWAVE	14,182	15,846
WIRELESS XCESSORIES	25,624	19,400
SPDR GOLD TRUST	36,641	97,888
KINDER MORGAN MANAGEMENT LLC	23,225	25,957
MONMOUTH REAL ESTATE INV. CORP.	18,675	27,754

TY 2012 Other Decreases Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

Description	Amount
EXCESS OF FMV OF STOCK CONTRIBUTED OVER DONOR'S BASIS	155,242

TY 2012 Other Expenses Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	55	55		0

TY 2012 Other Professional Fees Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC WEALTH MANAGEMENT - INVESTMENT FEES	9,864	9,864		0
MOODY LYNN - INVESTMENT FEES	6,931	6,931		0

TY 2012 Taxes Schedule**Name:** HENAGAN FOUNDATION INC**EIN:** 58-2590432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,197	1,197		0
FEDERAL EXCISE TAX- PRIOR YEAR BALANCE	113	113		0
FEDERAL EXCISE TAX- ESTIMATED PAYMENTS	900	900		0