Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION 420426707

A Employer identification number: 65-6234202

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

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10020

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,087,599.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	106,987.	102,810.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	107,334.			
	b Gross sales price for all assets on line 6a 2,003,781.				
	7 Capital gain net income (from Part IV, line 2)		107,334.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	10,187.	-7,726.		STMT 3
	12 **Total.** Add lines 1 through 11	224,508.	202,418.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	1,750.	1,400.	NONE	350.
	c Other professional fees (attach schedule) STMT 5	19,933.	19,487.		446.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	2,043.	845.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	6,156.	2,726.		3,430.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	29,882.	24,458.	NONE	4,226.
	25 Contributions, gifts, grants paid	199,500.			199,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	229,382.	24,458.	NONE	203,726.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-4,874.			
	b **Net investment income** (if negative, enter -0-)		177,960.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	477.	172.	172.
	2	Savings and temporary cash investments	21,500.	332,500.	332,500.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 7	321,415.	311,414.	341,642.
	b	Investments - corporate stock (attach schedule) STMT 8	1,334,892.	1,771,759.	2,243,277.
	c	Investments - corporate bonds (attach schedule) STMT 9	859,263.	164,823.	166,996.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 10	59,098.	2,956.	3,012.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,596,645.	2,583,624.	3,087,599.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ [X] check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,596,645.	2,250,952.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		332,672.	
	30	Total net assets or fund balances (see instructions)	2,596,645.	2,583,624.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,596,645.	2,583,624.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,596,645.
2	Enter amount from Part I, line 27a	2	-4,874.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUNDS CASH ADJ FACTOR	3	3,388.
4	Add lines 1, 2, and 3	4	2,595,159.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	11,535.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,583,624.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,003,781.		1,896,447.	107,334.
b				
c				
d				
e				

	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	
a				107,334.
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	107,334.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	159,968.	2,572,780.	0.062177
2011	165,241.	2,869,206.	0.057591
2010	157,747.	2,851,672.	0.055317
2009	153,641.	2,766,800.	0.055530
2008	185,944.	3,160,051.	0.058842

2	**Total** of line 1, column (d)	2	0.289457
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	0.057891
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,949,938.
5	Multiply line 4 by line 3	5	170,775.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,780.
7	Add lines 5 and 6	7	172,555.
8	Enter qualifying distributions from Part XII, line 4	8	203,726.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,780.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,780.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,780.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,547.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,547.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	233.
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 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

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

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

				Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)			2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?			4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12				

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		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,926,773.
b	Average of monthly cash balances	1b	68,088.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,994,861.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,994,861.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,923.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,949,938.
6	**Minimum investment return.** Enter 5% of line 5	6	147,497.

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	147,497.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,780.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,780.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	145,717.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	145,717.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	145,717.

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	203,726.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	203,726.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,780.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	201,946.

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.

65-6234202

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				145,717.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ...... 29,521.				
b	From 2009 ...... 16,886.				
c	From 2010 ...... 17,174.				
d	From 2011 ...... 23,669.				
e	From 2012 ...... 34,419.				
f	**Total** of lines 3a through e	121,669.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 203,726.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				145,717.
e	Remaining amount distributed out of corpus	58,009.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	179,678.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	29,521.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	150,157.			
10	Analysis of line 9				
a	Excess from 2009 ... 16,886.				
b	Excess from 2010 ... 17,174.				
c	Excess from 2011 ... 23,669.				
d	Excess from 2012 ... 34,419.				
e	Excess from 2013 ... 58,009.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers.

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 20				199,500.
Total . . . . . . ▶ **3a**				199,500.
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	106,987.	
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		NONE			
8 Gain or (loss) from sales of assets other than inventory			18	107,334.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 21				10,187.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		NONE		224,508.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 224,508.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
7	

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ W. Hendry Urbaugh | 05/08/2014 | ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANTHONY ALLOGGIO	Anthony Alloggio	MAY 07 2014		P00537841

Firm's name ▶ FIDUCIARY TRUST COMPANY INTL — Firm's EIN ▶ 13-5069335

Firm's address ▶ 600 FIFTH AVENUE NEW YORK, NY 10020 — Phone no 212-632-4082

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www irs gov/form1041

OMB No 1545-0092

2013

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	628,227.	620,317.		7,910.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	7,910.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	556,089.	510,995.		45,094.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	819,153.	765,135.		54,018.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	312.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	99,424.

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			7,910.
18	**Net long-term gain or (loss)**:				
a	Total for year	18a			99,424.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			107,334.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

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

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[X] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1500 MONDELEZ INTERNATION	10/04/2012	01/22/2013	41,116.00	42,060 00			-944 00
500. E M C CORP MASS	04/20/2012	01/23/2013	12,250 00	14,017 00			-1,767 00
2000 E M C CORP MASS	02/01/2012	01/29/2013	46,939 00	51,887 00			-4,948 00
1250 DIRECTV	07/19/2012	02/20/2013	60,680 00	61,270 00			-590 00
1000 DU PONT E I DE NEMOU	01/23/2013	03/22/2013	49,274 00	47,596 00			1,678 00
500 PHILLIPS 66	06/18/2012	04/10/2013	31,673 00	17,055 00			14,618 00
1000 TEVA PHARMACEUTICAL	11/27/2012	05/31/2013	38,515 00	40,646 00			-2,131 00
1500 TORONTO DOMINION BK	04/04/2013	07/26/2013	128,409 00	123,532 00			4,877 00
500 MOSAIC CO	06/07/2013	07/31/2013	20,558 00	30,261 00			-9,703 00
500 AMERICAN INTL GROUP I	02/22/2013	10/10/2013	24,521 00	19,385 00			5,136 00
2000 CISCO SYS INC	06/18/2013	10/24/2013	44,270.00	49,834 00			-5,564.00
1575 INTEL CORP	05/31/2013	11/11/2013	37,949 00	38,890 00			-941 00
3750 STAPLES INC	01/29/2013	11/20/2013	56,263 00	50,722 00			5,541 00
400 SCHLUMBERGER LTD	07/26/2013	12/06/2013	35,220 00	32,570 00			2,650 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [X] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
5. DU PONT E I DE NEMOURS	10/24/2013	12/10/2013	307 00	304 00			3 00
5 J P MORGAN CHASE & CO	11/26/2013	12/10/2013	283 00	288 00			-5 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			628,227.	620,317.			7,910

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

ELIZABETH WAKEMAN HENDERSON CHARITABLE | 65-6234202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1250 CENTURYTEL INC	01/10/2012	02/14/2013	42,269 00	46,426 00			-4,157 00
500 PHILLIPS 66	02/14/2011	04/10/2013	31,673 00	17,647 00			14,026 00
750 WILLIAMS COS INC	05/01/2012	06/18/2013	24,975 00	25,883 00			-908 00
5000 PIMCO INCOME FUND DT $0 666	06/26/2012	07/29/2013	61,200 00	57,000 00			4,200 00
750 MOSAIC CO	06/15/2011	07/31/2013	30,837 00	49,686 00			-18,849 00
2003 276 PIMCO INCOME FUND 11/1/2009 $0.666	06/26/2012	08/02/2013	24,460 00	22,837 00			1,623 00
1500 J P MORGAN CHASE & C	03/09/2012	09/24/2013	76,264 00	61,944 00			14,320 00
250 BRISTOL MYERS SQUIBB	09/11/2012	10/10/2013	11,853 00	8,400 00			3,453 00
750 KINDER MORGAN INC	02/06/2012	10/10/2013	26,218 00	24,139 00			2,079 00
1125 KINDER MORGAN INC	06/06/2012	11/05/2013	39,471 00	36,094 00			3,377 00
1125 KINDER MORGAN INC	06/06/2012	11/06/2013	39,412 00	35,865 00			3,547 00
1000 CONOCOPHILLIPS COM	02/14/2011	12/06/2013	70,607 00	55,965.00			14,642 00
2250. WILLIAMS COS INC	05/01/2012	12/13/2013	76,850.00	69,109 00			7,741 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			556,089	510,995			45,094

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
7715.0262 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	01/15/2013	20 00	21 00			-1 00
710 0175 GOVERNMENT NATL M PL #510859 DTD 12/1/199	01/12/2000	01/15/2013	2 00	2 00			
4230 7263 GOVERNMENT NATL PL #542221 DTD 12/1/200	06/06/2002	01/15/2013	1,688 00	1,805 00			-117 00
4529 939 GOVERNMENT NATL M PL # 544003DTD 3/1/2001	06/19/2002	01/15/2013	10 00	10 00			
2919 976 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	01/15/2013	47.00	48 00			-1 00
2116 3736 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	01/15/2013	48.00	50 00			-2.00
1893 5574 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	01/15/2013	32 00	33 00			-1 00
16488 894 GOVERNMENT NATL PL # 650699DTD 1/1/2006	05/17/2006	01/15/2013	25 00	26 00			-1 00
14432 967 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	01/21/2013	390 00	394 00			-4 00
3500 DOUBLELINE TOTAL RET FUND CL-N	10/06/2011	01/23/2013	39,900 00	39,200 00			700 00
7695 0804 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	02/15/2013	20 00	21 00			-1 00
707 8725 GOVERNMENT NATL M PL #510859 DTD 12/1/199	01/12/2000	02/15/2013	2 00	2 00			
4221 253 GOVERNMENT NATL M PL #542221 DTD 12/1/200	06/06/2002	02/15/2013	9.00	10 00			-1 00
4519 9755 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/19/2002	02/15/2013	10 00	10 00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
ELIZABETH WAKEMAN HENDERSON CHARITABLE

Social security number or taxpayer identification number
65-6234202

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- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
2835 064 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	02/15/2013	85 00	86 00			-1 00
2089 7922 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	02/15/2013	27 00	28 00			-1 00
1871 2708 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	02/15/2013	22 00	23 00			-1 00
16463 3355 GOVERNMENT NATL MTG PL # 650699DTD 1/1/	05/17/2006	02/15/2013	26 00	26 00			
13952.0288 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	02/20/2013	481 00	486 00			-5 00
100 APPLE COMPUTER INC NP	11/18/2010	02/22/2013	44,794 00	30,851 00			13,943 00
2000 DOUBLELINE TOTAL RET FUND CL-N	10/06/2011	03/08/2013	22,620 00	22,400 00			220 00
7675 0947 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	03/15/2013	20 00	21 00			-1 00
705 711 GOVERNMENT NATL MT PL #510859 DTD 12/1/199	01/12/2000	03/15/2013	2 00	2 00			
4211.716 GOVERNMENT NATL M PL #542221 DTD 12/1/200	06/06/2002	03/15/2013	10 00	10 00			
3819 8095 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/19/2002	03/15/2013	700 00	732 00			-32 00
2818 84 GOVERNMENT NATL MT PL #780400 DTD 7/1/1996	01/06/1998	03/15/2013	16.00	17 00			-1 00
2047 4073 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	03/15/2013	42 00	44 00			-2 00
1835 6781 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	03/15/2013	36 00	37 00			-1 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
16433.775 GOVERNMENT NATL PL # 650699DTD 1/1/2006	05/17/2006	03/15/2013	30 00	30 00			
13594 1993 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	03/20/2013	358 00	362.00			-4 00
7651 77 GOVERNMENT NATL MT PL #585186 DTD 2/1/2003	04/14/2003	04/15/2013	23 00	24 00			-1 00
703 5345 GOVERNMENT NATL M PL #510859 DTD 12/1/199	01/12/2000	04/15/2013	2 00	2 00			
4200 5173 GOVERNMENT NATL PL #542221 DTD 12/1/200	06/06/2002	04/15/2013	11 00	12 00			-1 00
3811 2417 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/19/2002	04/15/2013	9 00	9 00			
2794 738 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	04/15/2013	24 00	25 00			-1 00
2023 8796 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	04/15/2013	24 00	25 00			-1.00
1799 8809 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	04/15/2013	36 00	37 00			-1 00
16407 9135 GOVERNMENT NATL MTG PL # 650699DTD 1/1/	05/17/2006	04/15/2013	26 00	27 00			-1.00
13107 8813 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	04/22/2013	486 00	492 00			-6 00
5000 N Y NEW YORK CITY HS MFHR SER A DTD 4/28/200	07/15/2010	05/02/2013	5,000 00	5,000.00			
7041 9237 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	05/15/2013	610 00	637 00			-27.00
701 343 GOVERNMENT NATL MT PL #510859 DTD 12/1/199	01/12/2000	05/15/2013	2 00	2 00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

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4190.8528 GOVERNMENT NATL PL #542221 DTD 12/1/200	06/06/2002	05/15/2013	10 00	10 00			
3802 6196 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/19/2002	05/15/2013	9 00	9 00			
2727 354 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	05/15/2013	67 00	69 00			-2 00
1986 558 GOVERNMENT NATL M PL #781287 DTD 5/1/2001	07/09/2002	05/15/2013	37 00	39 00			-2 00
1774 4513 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	05/15/2013	25 00	27 00			-2 00
16381 884 GOVERNMENT NATL PL # 650699DTD 1/1/2006	05/17/2006	05/15/2013	26 00	27 00			-1 00
12568 86 GOVERNMENT NATL M 3808 DTD 1/1/2006 6 00%	06/15/2006	05/20/2013	539 00	545 00			-6 00
2000 WISDOMTREE EMERGING LOCAL DEBT $2.504	11/18/2010	06/05/2013	99,400 00	104,822 00			-5,422 00
7022 4672 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	06/17/2013	19 00	20 00			-1 00
698 1195 GOVERNMENT NATL M PL #510859 DTD 12/1/199	01/12/2000	06/17/2013	3 00	3 00			
4181 1288 GOVERNMENT NATL PL #542221 DTD 12/1/200	06/06/2002	06/17/2013	10 00	10 00			
3793 9453 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/19/2002	06/17/2013	9 00	9 00			
2690 904 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	06/17/2013	36 00	37 00			-1 00
1956.0935 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	06/17/2013	30 00	32 00			-2 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

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1740 636 GOVERNMENT NATL M PL #781324 DTD 8/1/2001	06/19/2002	06/17/2013	34 00	35 00			-1 00
16355 7015 GOVERNMENT NATL MTG PL # 650699DTD 1/1/	05/17/2006	06/17/2013	26 00	27 00			-1 00
12195 84 GOVERNMENT NATL M 3808 DTD 1/1/2006 6 00%	06/15/2006	06/20/2013	373 00	377 00			-4 00
6975 2141 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	07/15/2013	47 00	49 00			-2 00
695 889 GOVERNMENT NATL MT PL #510859 DTD 12/1/199	01/12/2000	07/15/2013	2 00	2 00			
4171 341 GOVERNMENT NATL M PL #542221 DTD 12/1/200	06/06/2002	07/15/2013	10 00	10 00			
3785 134 GOVERNMENT NATL M PL # 544003DTD 3/1/2001	06/19/2002	07/15/2013	9 00	9 00			
2662 714 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	07/15/2013	28 00	29 00			-1 00
1940.2871 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	07/15/2013	16 00	16 00			
1721 6013 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	07/15/2013	19 00	20 00			-1 00
16329 3675 GOVERNMENT NATL MTG PL # 650699DTD 1/1/	05/17/2006	07/15/2013	26 00	27 00			-1 00
11855 3693 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	07/22/2013	340 00	344 00			-4 00
10000 DOUBLELINE TOTAL RE FUND CL-N	10/06/2011	07/26/2013	110,100 00	111,340 00			-1,240 00
6955 5843 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	08/15/2013	20 00	21 00			-1 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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ELIZABETH WAKEMAN HENDERSON CHARITABLE | 65-6234202

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1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
692.4495 GOVERNMENT NATL M PL #510859 DTD 12/1/199	01/12/2000	08/15/2013	3 00	4 00			-1 00
4161.498 GOVERNMENT NATL M PL #542221 DTD 12/1/200	06/06/2002	08/15/2013	10 00	11 00			-1 00
3776 2684 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/19/2002	08/15/2013	9 00	9 00			
2604.552 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	08/15/2013	58 00	59 00			-1 00
1921 3051 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	08/15/2013	19 00	20 00			-1 00
1702.8397 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	08/15/2013	19.00	20 00			-1 00
16302 879 GOVERNMENT NATL PL # 650699DTD 1/1/2006	05/17/2006	08/15/2013	26 00	27 00			-1.00
100000. LEUCADIA NATL CORP	01/08/1998	08/15/2013	100,000 00	105,574 00			-5,574 00
11432.853 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	08/20/2013	423.00	427 00			-4 00
6935.6364 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	09/16/2013	20 00	21 00			-1 00
690.1185 GOVERNMENT NATL M PL #510859 DTD 12/1/199	01/12/2000	09/16/2013	2 00	2 00			
4151 587 GOVERNMENT NATL M PL #542221 DTD 12/1/200	06/06/2002	09/16/2013	10 00	11 00			-1 00
3187.0508 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/19/2002	09/16/2013	589.00	616 00			-27 00
16276 2375 GOVERNMENT NATL MTG PL # 650699DTD 1/1/	05/17/2006	09/16/2013	27 00	27 00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

ELIZABETH WAKEMAN HENDERSON CHARITABLE | 65-6234202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
2565.402 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	09/19/2013	39 00	40 00			-1 00
1870 2622 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	09/19/2013	51 00	53 00			-2 00
1674 8446 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	09/19/2013	28 00	29 00			-1 00
11099 2133 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	09/20/2013	334.00	337 00			-3 00
250. EOG RES INC	11/03/2010	10/10/2013	43,600 00	22,535 00			21,065 00
6915 7326 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	10/15/2013	20 00	21 00			-1 00
687 7695 GOVERNMENT NATL M PL #510859 DTD 12/1/199	01/12/2000	10/15/2013	2 00	2 00			
4141 6165 GOVERNMENT NATL PL #542221 DTD 12/1/200	06/06/2002	10/15/2013	10 00	11 00			-1.00
2334 802 GOVERNMENT NATL M PL # 544003DTD 3/1/2001	06/19/2002	10/15/2013	852 00	891 00			-39 00
2476.31 GOVERNMENT NATL MT PL #780400 DTD 7/1/1996	01/06/1998	10/15/2013	89 00	91 00			-2 00
1836 9325 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	10/15/2013	33.00	35 00			-2 00
1641 1095 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	10/15/2013	34 00	35 00			-1 00
16249 4385 GOVERNMENT NATL MTG PL # 650699DTD 1/1/	05/17/2006	10/15/2013	27 00	27 00			
10744 4378 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	10/21/2013	355.00	359 00			-4 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

ELIZABETH WAKEMAN HENDERSON CHARITABLE

Social security number or taxpayer identification number

65-6234202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
5000 N Y NEW YORK CITY HS MFHR SER A DTD 4/28/200	07/15/2010	11/04/2013	5,000 00	5,000 00			
6883 5816 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	11/15/2013	32 00	34 00			-2 00
685 32 GOVERNMENT NATL MTG #510859 DTD 12/1/1999 8	01/12/2000	11/15/2013	2 00	2 00			
4131.5865 GOVERNMENT NATL PL #542221 DTD 12/1/200	06/06/2002	11/15/2013	10 00	11 00			-1 00
2329 293 GOVERNMENT NATL M PL # 544003DTD 3/1/2001	06/19/2002	11/15/2013	6 00	6 00			
2449 156 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	11/15/2013	27 00	28.00			-1 00
1804 4018 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	11/15/2013	33 00	34 00			-1 00
1608 0293 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	11/15/2013	33 00	35 00			-2 00
16222 485 GOVERNMENT NATL PL # 650699DTD 1/1/2006	05/17/2006	11/15/2013	27 00	28 00			-1 00
10393 6545 GOVERNMENT NATL # 3808 DTD 1/1/2006 6 0	06/15/2006	11/20/2013	351 00	355 00			-4 00
600 SCHLUMBERGER LTD	05/06/2009	12/06/2013	52,829 00	31,006.00			21,823.00
25000 CITIGROUP INC JR SU 10/29/2012 5 95% 1/30/2	10/22/2012	12/09/2013	23,406 00	25,375 00			-1,969 00
50000. CITIGROUP INC DTD 1 5 9%	12/07/2012	12/09/2013	46,875.00	50,250 00			-3,375 00
50000 J P MORGAN CHASE & DTD 4/23/2008 7 9% 4/30	07/19/2012	12/09/2013	55,375 00	56,000 00			-625 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

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- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
100000. MCDONALDS CORP DEB 1/8/1998 6.375% 1/8/202	01/06/1998	12/09/2013	114,272.00	99,642.00			14,630.00
105000. GOVERNMENT NATL MT PL #585186 DTD 2/1/2003	04/14/2003	12/10/2013	7,035.00	7,196.00			-161.00
75000. GOVERNMENT NATL MTG 3808 DTD 1/1/2006 6.00%	06/22/2009	12/10/2013	10,424.00	10,511.00			-87.00
150000. GOVERNMENT NATL MT PL #510859 DTD 12/1/199	06/15/2006	12/10/2013	683.00	698.00			-15 00
140000. GOVERNMENT NATL MT PL #542221 DTD 12/1/200	06/06/2002	12/10/2013	1,358.00	1,456.00			-98.00
217401. GOVERNMENT NATL MT PL # 544003DTD 3/1/2001	06/15/2005	12/10/2013	2,324.00	2,436.00			-112.00
200000. GOVERNMENT NATL MT PL #780400 DTD 7/1/1996	01/06/1998	12/10/2013	2,381.00	2,494.00			-113.00
145000. GOVERNMENT NATL MT PL #781287 DTD 5/1/2001	07/09/2002	12/10/2013	1,785.00	1,881.00			-96.00
143000. GOVERNMENT NATL MT PL #781324 DTD 8/1/2001	06/19/2002	12/10/2013	1,584.00	1,679.00			-95.00
150000. GOVERNMENT NATL MT PL # 650699DTD 1/1/2006	05/17/2006	12/10/2013	17,167.00	16,633.00			534.00
6863.2746 GOVERNMENT NATL PL #585186 DTD 2/1/2003	04/14/2003	12/16/2013	20.00				20.00
682.938 GOVERNMENT NATL MT PL #510859 DTD 12/1/199	06/15/2006	12/16/2013	2.00				2.00
4121.4885 GOVERNMENT NATL PL #542221 DTD 12/1/200	06/06/2002	12/16/2013	10.00	7.00			3.00
2323.7493 GOVERNMENT NATL PL # 544003DTD 3/1/2001	06/15/2005	12/16/2013	6.00				6.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

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2380.578 GOVERNMENT NATL M PL #780400 DTD 7/1/1996	01/06/1998	12/16/2013	69.00				69.00
1785.3705 GOVERNMENT NATL PL #781287 DTD 5/1/2001	07/09/2002	12/16/2013	19.00				19.00
1583.8709 GOVERNMENT NATL PL #781324 DTD 8/1/2001	06/19/2002	12/16/2013	24.00				24.00
16195.005 GOVERNMENT NATL PL # 650699DTD 1/1/2006	05/17/2006	12/16/2013	27.00				27.00
10120.5105 GOVERNMENT NATL # 3808 DTD 1/1/2006 6.0	06/22/2009	12/20/2013	273.00				273.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			819,153.	765,135.			54,018.

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REPORT RUN: 05/06/2014 AT 10:50 AM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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

TRADE DATE BASIS
AS OF DEC 31 2012

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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

TRADE DATE BASIS
AS OF DEC 31 2012

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

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

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

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

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

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

U.S. Dollar

Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
50,000.0000	J P MORGAN CHASE & CO PERP CALL DTD 4/23/2008 7.9% 4/30/2018 BBB CALLABLE ON 04/30/2018 @ 100%	112.0000	56,000.00	113.7072	56,853.60	3,950	4.94	669.31
110,000.0000	UNIVERSITY OKLA REVS CALL TXBL SER B DTD 2/22/2007 5.55% 7/1/2019 AA- CALLABLE ON 07/01/2016 @ 100%	101.2860	111,414.60	114.6830	126,151.30	6,105	1.25	3,052.50
25,000.0000	CITIGROUP INC JR SUB NT DTD 10/29/2012 5.95% 1/30/2023 BB+ CALLABLE ON 01/30/2023 @ 100%	101.5000	25,375.00	101.3750	25,343.75	1,488	5.76	256.18
50,000.0000	NEWTON CNTY GA SCH DIST GO CALL REF SER B DTD 11/18/2010 4.973% 4/1/2025 AA+ CALLABLE ON 04/01/2020 @ 100%	100.0000	50,000.00	116.5730	58,286.50	2,487	2.46	621.63
150,000.0000	NY ST MUN BD BK AGY RECOVERY ACT REV SER D-2 DTD 11/26/2010 6.636% 4/1/2025 AA3	100.0000	150,000.00	123.6720	185,508.00	9,954	4.15	2,488.50

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
10,000.0000	N Y NEW YORK CITY HSG DEV CORP MFHR SER A DTD 4/28/2006 6.42% 11/1/2027 AA	100.0000	10,000.00	104.5520	10,455.20	642	5.95	107.00
100,000.0000	MCDONALDS CORP DEBS CALL DTD 1/8/1998 6.375% 1/8/2028 A	99.6420	99,642.00	123.8114	123,811.40	6,375	4.22	3,063.54
50,000.0000	CITIGROUP INC DTD 12/13/2012 5.9% BB+ CALLABLE ON 02/15/2023 @ 100%	100.5000	50,250.00	101.4090	50,704.50	2,950	5.90	147.50
Total Corporates			658,255.60		740,864.25	41,700	3.45	13,333.94
Fixed Income Funds								
24,752.3950	DOUBLELINE TOTAL RETURN BOND FUND CL-N	11.1191	275,225.00	11.3300	280,444.64	17,104	6.10	0.00
12,489.0350	PIMCO INCOME FUND DTD 11/1/2009 $0.666	11.4000	142,375.00	12.3600	154,364.47	8,433	5.46	691.58
Total Fixed Income Funds			417,600.00		434,809.11	25,537	5.87	691.58
Total U.S. Dollar			1,239,775.62		1,349,116.25	74,795	4.39	14,334.37

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

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

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME			1,239,775.62		1,349,116.25	74,795	4.39	14,334.37

EQUITIES
========

U.S. Dollar

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
100.0000	APPLE INC	308.5089	30,850.89	533.0300	53,303.00	1,060	1.99	0.00
2,000.0000	BLACKSTONE GROUP LP (USD)	11.0882	22,176.40	15.5900	31,180.00	800	2.57	0.00
1,500.0000	BRISTOL-MYERS SQUIBB CO	33.5998	50,399.70	32.5900	48,885.00	2,100	4.30	0.00
1,250.0000	CENTURYLINK INC	37.1409	46,426.13	39.1200	48,900.00	3,625	7.41	0.00
1,350.0000	COMCAST CORP CL A	23.7494	32,061.69	37.3800	50,463.00	878	1.74	219.38
1,000.0000	CONOCOPHILLIPS	55.9645	55,964.53	57.9900	57,990.00	2,640	4.55	0.00
1,250.0000	DIRECTV	49.0157	61,269.62	50.1600	62,700.00		N/A	0.00
2,500.0000	EMC CORP	26.3615	65,903.80	25.3000	63,250.00	1,150	1.82	0.00
1,000.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	27.3747	27,374.70	50.0800	50,080.00	2,600	5.19	0.00

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

BASE CURRENCY: U.S. DOLLAR

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

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
1,000.0000	TORONTO DOMINION BK ONT NEW (CAD)	82.9036	82,903.60	84.3300	84,330.00	3,106	3.68	0.00
500.0000	WABTEC	67.3247	33,662.35	87.5400	43,770.00	100	0.23	0.00
3,000.0000	WILLIAMS COMPANIES INC	31.6640	94,992.10	32.7400	98,220.00	3,900	3.97	0.00
2,500.0000	SPDR KBW REGIONAL BANKING (ETF)	27.2629	68,157.25	27.9700	69,925.00	1,410	2.02	572.07
Total U.S. Dollar			1,334,892.46		1,480,935.00	44,693	3.02	1,951.45
Total EQUITIES			1,334,892.46		1,480,935.00	44,693	3.02	1,951.45

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
OTHER ASSETS									
U.S. Dollar									
Other Assets									
[*1]	1.0000	SEAL ENV STC NWEST MUT LIF PLCY 14849220IN AMT $100000 N/O WILLIAM ESHBAUGH III - PROPERTY HELD FOR SAFEKEEPING ONLY		0.00	1.0000	1.00		N/A	0.00
Total OTHER ASSETS				0.00		1.00			0.00
Total				1,600,576.68		1,855,960.85	119,522		16,286.00
Accrued Income				16,286.00		16,286.00			
Grand Total				1,616,862.68		1,872,246.85	119,522		16,286.00

REPORT RUN: 05/06/2014 AT 10:52 AM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash								
1,111,894.4700	CASH		1,111,894.47		1,111,894.47		N/A	0.00
Total SHORT TERM			1,111,894.47		1,111,894.47			0.00
Total			1,111,894.47		1,111,894.47			0.00
Accrued Income			0.00		0.00			
Grand Total			1,111,894.47		1,111,894.47			0.00

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

REPORT RUN: 05/06/2014 AT 10:52 AM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash								
-1,111,843.6500	CASH		-1,111,843.65		-1,111,843.65		N/A	0.00
Cash Equivalents								
332,500.0000	STIP 1: US TREASURY ONLY DTD 8/31/2003	1.0000	332,500.00	1.0000	332,500.00	14	0.00	0.90
Total U.S. Dollar			-779,343.65		-779,343.65	14		0.90
Total SHORT TERM			-779,343.65		-779,343.65	14		0.90

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U.S. Dollar								
Mortgages								
2,763.8217	GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/2000 7.00% 12/15/2030 N/R	106.9534	2,956.00	108.9675	3,011.67	193	7.00	16.12
Corporates								
77,000.0000	UNIVERSITY OKLA REVS CALL TXBL SER B DTD 2/22/2007 5.55% 7/1/2019 AA- CALLABLE ON 07/01/2016 @ 100%	101.2860	77,990.22	108.1890	83,305.53	4,274	2.17	2,136.75
35,000.0000	NEWTON CNTY GA SCH DIST GO CALL REF SER B DTD 11/18/2010 4.973% 4/1/2025 AA+ CALLABLE ON 04/01/2020 @ 100%	100.0000	35,000.00	107.9600	37,786.00	1,741	3.54	435.14

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
105,000.0000	NY ST MUN BD BK AGY RECOVERY ACT REV SER D-2 DTD 11/26/2010 6.636% 4/1/2025 AA3	100.0000	105,000.00	112.4360	118,057.80	6,968	5.16	1,741.95
Total Corporates			217,990.22		239,149.33	12,982	3.86	4,313.84
Fixed Income Funds								
6,476.6760	DOUBLELINE TOTAL RETURN BOND FUND CL-N	11.0550	71,599.50	10.7800	69,818.57	3,426	4.91	0.00
3,840.0310	PIMCO INCOME FUND DTD 11/1/2009 $0.666	11.4000	43,776.35	12.2600	47,078.78	2,509	5.33	265.99
Total Fixed Income Funds			115,375.85		116,897.35	5,936	5.08	265.99
Total U.S. Dollar			336,322.07		359,058.35	19,111	4.28	4,595.95
Total FIXED INCOME			336,322.07		359,058.35	19,111	4.28	4,595.95

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

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
EQUITIES								
U.S. Dollar								
2,100.0000	AMERICAN AIRLINES GROUP INC	26.1093	54,829.53	25.2500	53,025.00		N/A	0.00
1,050.0000	AMERICAN INTL GROUP INC	38.7697	40,708.18	51.0500	53,602.50	420	0.78	0.00
700.0000	AUTOMATIC DATA PROCESSING INC	73.1865	51,230.55	80.8100	56,567.00	1,344	2.38	480.00
1,400.0000	BLACKSTONE GROUP LP (USD)	11.0882	15,523.48	31.5000	44,100.00	1,652	3.75	0.00
875.0000	BRISTOL-MYERS SQUIBB CO	33.5998	29,399.82	53.1500	46,506.25	1,260	2.71	315.00
945.0000	COMCAST CORP CL A	23.7494	22,443.18	51.9650	49,106.93	737	1.50	184.28
2,415.0000	CORNING INC	12.3317	29,781.05	17.8200	43,035.30	966	2.24	0.00
700.0000	CROWN CASTLE INTL CORP	73.9989	51,799.23	73.4300	51,401.00	980	1.91	0.00
504.0000	DU PONT E I DE NEMOURS & CO	60.7188	30,602.28	64.9700	32,744.88	907	2.77	0.00
840.0000	EATON CORP PLC	72.3794	60,798.70	76.1200	63,940.80	1,411	2.21	0.00
700.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	27.3747	19,162.29	66.3000	46,410.00	1,932	4.16	0.00
350.0000	EOG RES INC	90.1382	31,548.37	167.8400	58,744.00	263	0.45	0.00

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
385.0000	EQT MIDSTREAM PARTNERS LP	48.0774	18,509.80	58.7900	22,634.15	662	2.93	0.00
350.0000	FEDEX CORP	99.4858	34,820.03	143.7700	50,319.50	210	0.42	75.00
1,400.0000	GENERAL ELECTRIC CO	19.7940	27,711.60	28.0300	39,242.00	1,232	3.14	308.00
350.0000	GOLDMAN SACHS GROUP INC	119.2965	41,753.77	177.2600	62,041.00	770	1.24	0.00
700.0000	INTERNATIONAL PAPER CO	44.3971	31,077.97	49.0300	34,321.00	980	2.86	0.00
679.0000	J P MORGAN CHASE & CO	57.5178	39,054.59	58.4800	39,707.92	1,032	2.60	0.00
700.0000	LIBERTY GLOBAL PLC CL A	78.7051	55,093.57	88.9900	62,293.00		N/A	0.00
350.0000	LIBERTY MEDIA CORP	143.0121	50,054.23	146.4500	51,257.50		N/A	0.00
700.0000	LYONDELLBASELL INDUSTRIES NV CL A	67.0817	46,957.19	80.2800	56,196.00	1,680	2.99	0.00
350.0000	MAGELLAN MIDSTREAM PARTNERS	55.3563	19,374.70	63.2700	22,144.50	781	3.52	0.00
2,100.0000	NEW MOUNTAIN GUARDIAN CORP	15.0161	31,533.81	15.0400	31,584.00	2,856	9.04	0.00
700.0000	NUCOR CORP	47.4989	33,249.23	53.3800	37,366.00	1,036	2.77	259.00
700.0000	OCCIDENTAL PETROLEUM CORP	95.0428	66,529.96	95.1000	66,570.00	1,792	2.69	640.00

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

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
700.0000	PHILLIPS 66	71.8509	50,295.63	77.1300	53,991.00	1,092	2.02	0.00
1,750.0000	PVR PARTNERS LP	23.0519	40,340.82	26.8300	46,952.50	3,850	8.20	0.00
350.0000	SCHEIN HENRY INC	78.8511	27,597.88	114.2600	39,991.00		N/A	0.00
1,400.0000	TEEKAY OFFSHORE PARTNERS LP	27.1342	37,987.88	33.0900	46,326.00	2,941	6.35	0.00
1,400.0000	US BANCORP DEL COM NEW	37.2803	52,192.42	40.4000	56,560.00	1,288	2.28	322.00
700.0000	WABTEC	33.6623	23,563.64	74.2700	51,989.00	112	0.22	0.00
490.0000	WILLIAMS SONOMA INC	55.0931	26,995.62	58.2800	28,557.20	608	2.13	0.00
1,750.0000	SPDR KBW REGIONAL BANKING (ETF)	27.2629	47,710.07	40.6100	71,067.50	973	1.37	0.00
Total U.S. Dollar			1,240,231.07		1,570,294.43	35,767	2.28	2,583.28
Total EQUITIES			1,240,231.07		1,570,294.43	35,767	2.28	2,583.28

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

BASE CURRENCY: U.S. DOLLAR

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
OTHER ASSETS									
U.S. Dollar									
Other Assets									
[*1]	1.0000	SEAL ENV STC NWEST MUT LIF PLCY 14849220IN AMT $100000 N/O WILLIAM ESHBAUGH III - PROPERTY HELD FOR SAFEKEEPING ONLY		0.00	1.0000	1.00		N/A	0.00
Total OTHER ASSETS				0.00		1.00			0.00
Total				797,209.49		1,150,010.13	54,892		7,180.13
Accrued Income				7,180.13		7,180.13			
Grand Total				804,389.62		1,157,190.26	54,892		7,180.13

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ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION - SUB ACCOUNT
ACCOUNT # 420426708
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: INCOME

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash								
121.3500	CASH		121.35		121.35	0	0.01	0.00
Total SHORT TERM			121.35		121.35	0	0.01	0.00
Total			121.35		121.35	0		0.00
Accrued Income			0.00		0.00			
Grand Total			121.35		121.35	0		0.00

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION - SUB ACCOUNT
ACCOUNT # 420426708
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U.S. Dollar								
Corporates								
33,000.0000	UNIVERSITY OKLA REVS CALL TXBL SER B DTD 2/22/2007 5.55% 7/1/2019 AA- CALLABLE ON 07/01/2016 @ 100%	101.2860	33,424.38	108.1890	35,702.37	1,832	2.17	915.75
15,000.0000	NEWTON CNTY GA SCH DIST GO CALL REF SER B DTD 11/18/2010 4.973% 4/1/2025 AA+ CALLABLE ON 04/01/2020 @ 100%	100.0000	15,000.00	107.9600	16,194.00	746	3.54	186.49
45,000.0000	NY ST MUN BD BK AGY RECOVERY ACT REV SER D-2 DTD 11/26/2010 6.636% 4/1/2025 AA3	100.0000	45,000.00	112.4360	50,596.20	2,986	5.16	746.55
Total Corporates			93,424.38		102,492.57	5,564	3.86	1,848.79
Fixed Income Funds								
2,775.7190	DOUBLELINE TOTAL RETURN BOND FUND CL-N	11.0550	30,685.50	10.7800	29,922.25	1,468	4.91	0.00

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION - SUB ACCOUNT
ACCOUNT # 420426708
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
1,645.7280	PIMCO INCOME FUND DTD 11/1/2009 $0.666	11.4000	18,761.30	12.2600	20,176.63	1,075	5.33	38.31
Total Fixed Income Funds			49,446.80		50,098.88	2,544	5.08	38.31
Total U.S. Dollar			142,871.18		152,591.45	8,107	4.26	1,887.10
Total FIXED INCOME			142,871.18		152,591.45	8,107	4.26	1,887.10

EQUITIES
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
900.0000	AMERICAN AIRLINES GROUP INC	26.1093	23,498.37	25.2500	22,725.00		N/A	0.00
450.0000	AMERICAN INTL GROUP INC	38.7697	17,446.37	51.0500	22,972.50	180	0.78	0.00
300.0000	AUTOMATIC DATA PROCESSING INC	73.1865	21,955.95	80.8100	24,243.00	576	2.38	0.00
600.0000	BLACKSTONE GROUP LP (USD)	11.0882	6,652.92	31.5000	18,900.00	708	3.75	0.00

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION - SUB ACCOUNT
ACCOUNT # 420426708
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

U.S. Dollar — Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
375.0000	BRISTOL-MYERS SQUIBB CO	33.5998	12,599.93	53.1500	19,931.25	540	2.71	135.00
405.0000	COMCAST CORP CL A	23.7494	9,618.51	51.9650	21,045.83	316	1.50	78.98
1,035.0000	CORNING INC	12.3317	12,763.31	17.8200	18,443.70	414	2.24	0.00
300.0000	CROWN CASTLE INTL CORP	73.9989	22,199.67	73.4300	22,029.00	420	1.91	0.00
216.0000	DU PONT E I DE NEMOURS & CO	60.7188	13,115.26	64.9700	14,033.52	389	2.77	0.00
360.0000	EATON CORP PLC	72.3794	26,056.58	76.1200	27,403.20	605	2.21	0.00
300.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	27.3747	8,212.41	66.3000	19,890.00	828	4.16	0.00
150.0000	EOG RES INC	90.1382	13,520.73	167.8400	25,176.00	113	0.45	0.00
165.0000	EQT MIDSTREAM PARTNERS LP	48.0774	7,932.77	58.7900	9,700.35	284	2.93	0.00
150.0000	FEDEX CORP	99.4858	14,922.87	143.7700	21,565.50	90	0.42	0.00
600.0000	GENERAL ELECTRIC CO	19.7940	11,876.40	28.0300	16,818.00	528	3.14	132.00
150.0000	GOLDMAN SACHS GROUP INC	119.2965	17,894.48	177.2600	26,589.00	330	1.24	0.00
300.0000	INTERNATIONAL PAPER CO	44.3971	13,319.13	49.0300	14,709.00	420	2.86	0.00

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION - SUB ACCOUNT
ACCOUNT # 420426708
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
291.0000	J P MORGAN CHASE & CO	57.5178	16,737.68	58.4800	17,017.68	442	2.60	0.00
300.0000	LIBERTY GLOBAL PLC CL A	78.7051	23,611.53	88.9900	26,697.00		N/A	0.00
150.0000	LIBERTY MEDIA CORP	143.0121	21,451.82	146.4500	21,967.50		N/A	0.00
300.0000	LYONDELLBASELL INDUSTRIES NV CL A	67.0817	20,124.51	80.2800	24,084.00	720	2.99	0.00
150.0000	MAGELLAN MIDSTREAM PARTNERS	55.3563	8,303.45	63.2700	9,490.50	335	3.52	0.00
900.0000	NEW MOUNTAIN GUARDIAN CORP	15.0161	13,514.49	15.0400	13,536.00	1,224	9.04	0.00
300.0000	NUCOR CORP	47.4989	14,249.67	53.3800	16,014.00	444	2.77	111.00
300.0000	OCCIDENTAL PETROLEUM CORP	95.0428	28,512.84	95.1000	28,530.00	768	2.69	0.00
300.0000	PHILLIPS 66	71.8509	21,555.27	77.1300	23,139.00	468	2.02	0.00
750.0000	PVR PARTNERS LP	23.0519	17,288.93	26.8300	20,122.50	1,650	8.20	0.00
150.0000	SCHEIN HENRY INC	78.8511	11,827.67	114.2600	17,139.00		N/A	0.00
600.0000	TEEKAY OFFSHORE PARTNERS LP	27.1342	16,280.52	33.0900	19,854.00	1,261	6.35	0.00
600.0000	US BANCORP DEL COM NEW	37.2803	22,368.18	40.4000	24,240.00	552	2.28	138.00

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION - SUB ACCOUNT
ACCOUNT # 420426708
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
300.0000	WABTEC	33.6624	10,098.71	74.2700	22,281.00	48	0.22	0.00
210.0000	WILLIAMS SONOMA INC	55.0931	11,569.55	58.2800	12,238.80	260	2.13	0.00
750.0000	SPDR KBW REGIONAL BANKING (ETF)	27.2629	20,447.18	40.6100	30,457.50	417	1.37	0.00
Total U.S. Dollar			531,527.66		672,983.33	15,329	2.28	594.98
Total EQUITIES			531,527.66		672,983.33	15,329	2.28	594.98
Total			674,398.84		825,574.78	23,436		2,482.08
Accrued Income			2,482.08		2,482.08			
Grand Total			676,880.92		828,056.86	23,436		2,482.08

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMERICAN INTL GROUP INC	350.	350.
APPLE COMPUTER INC NPV	265.	265.
BRISTOL MYERS SQUIBB CO.	2,100.	2,100.
CISCO SYS INC	680.	680.
CITIGROUP INC JR SUB NT DTD 10/29/2012 5	1,665.	1,665.
CITIGROUP INC DTD 12/13/2012 5.9%	2,942.	2,942.
COMCAST CORP NEW CL A	1,009.	1,009.
CONOCOPHILLIPS COM	2,700.	2,700.
CORNING INC	1,346.	1,346.
DOUBLELINE TOTAL RETURN BOND FUND CL-N	7,545.	7,545.
DU PONT E I DE NEMOURS & CO	756.	756.
EOG RES INC	503.	503.
FEDEX CORP	75.	75.
GOVERNMENT NATL MTG ASSN MTG PL #585186	457.	457.
GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1	781.	781.
GOVERNMENT NATL MTG ASSN MTG PL #510859	59.	59.
GOVERNMENT NATL MTG ASSN MTG PL #542221	308.	308.
GOVERNMENT NATL MTG ASSN MTG PL # 544003	266.	266.
GOVERNMENT NATL MTG ASSN MTG PL #780400	198.	198.
GOVERNMENT NATL MTG ASSN MTG PL #781287	145.	145.
GOVERNMENT NATL MTG ASSN MTG PL #781324	129.	129.
GOVERNMENT NATL MTG ASSN MTG PL # 650699	1,117.	1,117.
GENERAL ELEC CO	1,520.	1,520.
GOLDMAN SACHS GROUP INC	1,025.	1,025.
INTEL CORP	709.	709.
INTERNATIONAL PAPER CO	950.	950.
J P MORGAN CHASE & CO	1,470.	1,470.
J P MORGAN CHASE & CO PERP CALL DTD 4/23	4,411.	4,411.
KINDER MORGAN INC	4,373.	4,373.
LEUCADIA NATL CORP SR NT 7.75%	7,750.	7,750.
MCDONALDS CORP DEBS CALL DTD 1/8/1998 6.	9,102.	9,102.
MONDELEZ INTERNATIONAL INC	195.	195.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MOSAIC CO	688.	688.
NEW MOUNTAIN GUARDIAN CORP	4,212.	4,212.
N Y NEW YORK CITY HSG DEV CORP MFHR SER	482.	482.
NY ST MUN BD BK AGY RECOVERY ACT REV SER	9,954.	9,954.
NEWTON CNTY GA SCH DIST GO CALL REF SER	2,487.	2,487.
NUCOR CORP.	1,103.	1,103.
PHILLIPS 66	313.	313.
PIMCO INCOME FUND DTD 11/1/2009 $0.666	6,362.	6,362.
SPDR KBW REGIONAL BANKING (ETF)	1,390.	1,390.
SCHLUMBERGER LTD	853.	853.
STAPLES INC	1,350.	1,350.
TEVA PHARMACEUTICAL INDS LTD	630.	630.
TORONTO DOMINION BK ONT NEW	2,754.	2,754.
US BANCORP DEL COM NEW	460.	460.
UNIVERSITY OKLA REVS CALL TXBL SER B DTD	6,105.	6,105.
WABTEC	130.	130.
WILLIAMS COS INC.	3,753.	3,753.
WISDOMTREE EMERGING MARKETS LOCAL DEBT $	1,780.	1,780.
LYONDELLBASELL INDUSTRIES NV CL A	1,100.	1,100.
STIP 1: US TREASURY ONLY	3.	3.
TEEKAY OFFSHORE PARTNERS LP	4,177.	
TOTAL	106,987.	102,810.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BLACKSTONE GROUP LP	2,360.	1,975.
EQT MIDSTREAM PARTNERS LP	457.	-345.
ENTERPRISE PRODUCTS PARTNERS LP	2,700.	-1,299.
MAGELLAN MIDSTREAM PARTNERS LP	545.	-447.
PVR PARTNERS LP	4,125.	-7,610.
TOTALS	10,187.	-7,726.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FTCI FEES	2,228.	1,782.	446.
WILLIAMS, JONES ADVISORY FEES	17,705.	17,705.	
TOTALS	19,933.	19,487.	446.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES WITHHELD	843.	843.
FEDERAL EXCISE TAX	1,200.	
FOREIGN TAXES WITHHELD-BLACKST		2.
TOTALS	2,043.	845.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FTCI - STATEMENT ATTACHED	311,414.	341,642.
TOTALS	311,414.	341,642.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FTCI - STATEMENT ATTACHED		1,771,759.	2,243,277.
	TOTALS	1,771,759.	2,243,277.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FTCI - STATEMENT ATTACHED	164,823.	166,996.
TOTALS	164,823.	166,996.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
FTCI-STATEMENT ATTACHED	C	2,956.	3,012.
TOTALS		2,956.	3,012.

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

DESCRIPTION		AMOUNT
GRANTS IN TRANSIT		10,500.
RETURN OF CAPITAL ADJ		1,035.
	TOTAL	11,535.

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

OFFICER NAME:
W. HARDY ESHBAUGH
ADDRESS:
209 MCKEE AVENUE
OXFORD, OH 45056
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
MARGARET C VAN COLLER
ADDRESS:
BOX 93
VAALWATER, SOUTH AFRICA 0530
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
DAVID C ESHBAUGH
ADDRESS:
2640 SW VISTA DRIVE
PORTLAND, OR 97225
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
E WENDY BROWN
ADDRESS:
3618 CREEKWOOD ROAD
MISSOULA, MT 59802
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
ALAN VAN COLLER
ADDRESS:
BOX 93
VAALWATER, SOUTH AFRICA 0530
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
IAN VAN COLLER
ADDRESS:
1113 SOUTH FIFTH AVE
BOZEMAN, MT 59715
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

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

RECIPIENT NAME:
INT'L CRANE FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
MONTANA OUTDOOR SCIENCE
SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,500.

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

RECIPIENT NAME:
OXFORD COMMUNITY ARTS CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
THREE VALLEY CONSERVATION TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
AUDUBON MIAMI VALLEY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EARTH EXPEDITIONS SCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
ATLANTIC SALMON FEDERATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASF/PENOB
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,500.

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

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RECIPIENT NAME:
GALLITIN VALLEY LAND TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DAVID DOUG SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,500.

RECIPIENT NAME:
MIAMI UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

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

RECIPIENT NAME:
UNIVERSITY OF MONTANA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,000.

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

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

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

RECIPIENT NAME:
ENDANGERED WILDLIFE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 41,700.

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

RECIPIENT NAME:
GARDEN CITY HARVEST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
IRVING SCHOOL PARENT COUNCIL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,300.

RECIPIENT NAME:
CATESBY COMMEMORATIVE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF OUTDOOR SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DAVID DOUG SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
VIRGINIA GARCIA MEMORIAL FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,500.

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

RECIPIENT NAME:
CINCINNATI NATURE CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
INT'L WILDLIFE MEDIA & FILM FEST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
NOVA SCOTIA NATURE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST. MARY'S RIVER ASSOCIATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE MAX WAVE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 199,500.

ELIZABETH WAKEMAN HENDERSON CHARITABLE 65-6234202

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION		AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
BLACKSTONE GRP LP	14	2,360.	
EQT MIDSTREAM PART	14	457.	
ENTERPRISE PROD	14	2,700.	
MAGELLAN MIDSTREAM	14	545.	
PVR PARTNERS	14	4,125.	