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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 12-01-2013 , and ending 11-30-2014

Name of foundation HENAGAN FOUNDATION INC		A Employer identification number 58-2590432	
Number and street (or P O box number if mail is not delivered to street address) 100 GALLERIA PARKWAY SUITE 1300		B Telephone number (see instructions) (770) 818-9521	
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 303396402		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 2,223,474	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)	300,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24	24		
	4 Dividends and interest from securities.	37,989	37,989		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	75,455			
	b Gross sales price for all assets on line 6a 1,426,641				
	7 Capital gain net income (from Part IV, line 2) . . .		75,455		
	8 Net short-term capital gain				
	9 Income modifications			200	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	9,414	9,414		
	12 Total. Add lines 1 through 11	422,882	122,882	200	
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,625	2,625		0
	c Other professional fees (attach schedule)	11,050	11,050		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,693	861		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	55	55		0
	24 Total operating and administrative expenses. Add lines 13 through 23	25,423	14,591		0
	25 Contributions, gifts, grants paid	122,667			122,667
	26 Total expenses and disbursements. Add lines 24 and 25	148,090	14,591		122,667
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	274,792			
	b Net investment income (if negative, enter -0-)		108,291		
	c Adjusted net income (if negative, enter -0-)			200	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	430,355	292,499	292,499
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,136,126	1,266,950	1,611,185
	c	Investments—corporate bonds (attach schedule).	30,650	276,958	287,510
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	35,716	32,280
	14	Land, buildings, and equipment basis ▶ _____ 7,570 Less accumulated depreciation (attach schedule) ▶ _____ 7,570			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,597,131	1,872,123	2,223,474	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,597,131	1,872,123	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,597,131	1,872,123	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,597,131	1,872,123		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,597,131
2	Enter amount from Part I, line 27a	2	274,792
3	Other increases not included in line 2 (itemize) ▶ _____	3	200
4	Add lines 1, 2, and 3	4	1,872,123
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,872,123

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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 See Additional Data Table			
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	75,455
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	117,802	1,825,754	0 064522
2011	114,285	1,352,972	0 084470
2010	103,845	1,218,451	0 085227
2009	120,882	1,154,772	0 104680
2008	29,636	1,166,048	0 025416

2	Total of line 1, column (d).	2	0 364315
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 072863
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,184,840
5	Multiply line 4 by line 3.	5	159,194
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,083
7	Add lines 5 and 6.	7	160,277
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	122,667

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,166
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3 Add lines 1 and 2.	3	2,166
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,166
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,900
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.	7	5,900
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,734
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,734 Refunded	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of BARBARA M HENAGAN Telephone no (770) 818-9521 Located at 100 GALLERIA PKWY SE STE 1300 ATLANTA GA ZIP +4 303396402			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM F HENAGAN	PRESIDENT	0	0	0
35 VALLEY ROAD NW ATLANTA, GA 303051115	2 00			
BARBARA M HENAGAN	SECRETARY/TREASURER	0	0	0
35 VALLEY ROAD NW ATLANTA, GA 303051115	2 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,710,572
b	Average of monthly cash balances.	1b	507,540
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,218,112
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,218,112
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	33,272
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,184,840
6	Minimum investment return. Enter 5% of line 5.	6	109,242

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	109,242
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,166
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,166
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	107,076
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	107,076
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	107,076

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	122,667
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	122,667
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	122,667
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				107,076
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	63,583			
c From 2010.	43,784			
d From 2011.	48,284			
e From 2012.	32,346			
f Total of lines 3a through e.	187,997			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 122,667				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				107,076
e Remaining amount distributed out of corpus	15,591			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	203,588			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	203,588			
10 Analysis of line 9				
a Excess from 2009. . . .	63,583			
b Excess from 2010. . . .	43,784			
c Excess from 2011. . . .	48,284			
d Excess from 2012. . . .	32,346			
e Excess from 2013. . . .	15,591			

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

1a

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

b

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	122,667
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

[illegible]

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3M COMPANY		2013-09-03	2014-01-28
3M COMPANY		2013-09-13	2014-01-28
AMAZON COM INC		2013-01-15	2014-02-07
AMAZON COM INC		2013-01-15	2014-01-28
APPLE		2013-12-04	2014-02-24
BANK OF THE OZARKS		2013-05-14	2014-10-10
BANK OF THE OZARKS (2 FOR 1 STOCK SPLIT)		2013-05-14	2014-10-10
BANK OF THE OZARKS		2013-05-14	2014-05-23
BEAM INC		2012-04-03	2014-01-17
CARNIVAL CORP		2013-10-30	2014-04-21
CHEVRON CORP		2012-08-09	2014-10-09
CHEVRON CORP		2013-04-24	2014-10-09
CONOCOPHILLIPS		2011-10-31	2014-09-11
CONTINENTAL RESOURCES INC		2014-06-23	2014-09-25
CONTINENTAL RESOURCES INC		2014-07-29	2014-08-12
CONTINENTAL RESOURCES INC		2014-07-29	2014-09-25
CONTINENTAL RESOURCES INC (2 FOR 1 SPLIT)		2014-07-29	2014-09-25
CUMMINS, INC		2014-01-02	2014-08-06
CUMMINS, INC		2014-01-02	2014-03-17
EBAY INC		2012-05-01	2014-01-24
EMERSON ELECTRIC		2011-08-29	2014-06-18
EMERSON ELECTRIC		2013-05-06	2014-06-18
EMERSON ELECTRIC		2013-09-30	2014-06-18
EMERSON ELECTRIC		2014-05-15	2014-06-18
FACEBOOK		2014-03-03	2014-04-10
FREEPORT MCMORAN COPPER & GOLD INC		2013-09-10	2014-06-05
FREEPORT MCMORAN COPPER & GOLD INC		2013-10-15	2014-06-05
FRANKLIN STREET PROPERTIES		2012-07-03	2014-01-08
GENERAL ELECTRIC		2013-03-12	2014-08-08
GENERAL ELECTRIC		2013-10-02	2014-08-08

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GENERAL ELECTRIC		2013-10-02	2014-07-07
GENERAL ELECTRIC		2014-05-19	2014-07-07
GILEAD SCIENCES		2014-02-04	2014-03-27
GLAXO SMITHKLINE		2013-04-04	2014-07-29
GLAXO SMITHKLINE		2013-04-23	2014-07-29
GOGO INC		2014-05-29	2014-08-11
GOLDMAN SACHS GROUP INC		2014-09-17	2014-10-16
HUNTINGTON BANCSHARES		2012-05-01	2014-07-14
HUNTINGTON BANCSHARES		2012-05-01	2014-06-19
HUNTINGTON BANCSHARES		2013-01-23	2014-06-19
HUNTINGTON BANCSHARES		2013-05-30	2014-06-19
ILLINOIS TOOL WORKS		2013-09-16	2014-07-23
ISHARES MSCI ALL COUNTRY ASIA EX-JAPAN ETF		2014-08-22	2014-09-30
ISHARES MSCI GERMANY ETF		2013-08-09	2014-08-04
ISHARES MSCI GERMANY ETF		2013-08-09	2014-07-30
ISHARES MSCI GERMANY ETF		2013-10-01	2014-07-30
ISHARES MSCI GERMANY ETF		2013-10-01	2014-02-05
ISHARES MSCI MEXICO CAPPED ETF		2014-06-11	2014-11-20
ISHARES MSCI POLAND CAPPED ETF		2013-11-15	2014-03-07
ISHARES MSCI SOUTH KOREA CAPPED ETF		2014-04-02	2014-10-07
KEYCORP NEW		2014-01-14	2014-02-25
KEYCORP NEW		2014-01-14	2014-02-19
KINDER MORGAN MANGEMENT LLC		2012-11-14	2014-03-04
KINDER MORGAN MANGEMENT LLC (SPLIT)		2014-02-14	2014-02-18
LIBERTY BROADBAND-A (LIBERTY MEDIA CORP)		2012-12-21	2014-11-12
LIBERTY BROADBAND-C (LIBERTY MEDIA CORP-C)		2012-12-21	2014-11-12
LINCOLN NATIONAL		2013-11-25	2014-02-03
LINCOLN NATIONAL		2013-11-25	2014-01-30
LORILLARD INC		2014-06-03	2014-09-03
MARKEL CORP		2013-02-13	2014-01-28

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
MORGAN STANLEY		2014-09-23	2014-10-06
MOSAIC CO		2013-10-07	2014-01-29
NCR CORP		2014-03-28	2014-05-09
NIKE INC		2013-11-22	2014-01-17
NOBLE ENERGY		2013-10-15	2013-12-11
NXP SEMICONDUCTORS		2014-03-20	2014-10-16
PALO ALTO NETWORKS, INC		2014-03-03	2014-04-09
PIONEER NAT RES CO		2013-10-23	2014-01-15
PIONEER NAT RES CO		2013-10-23	2013-12-06
PRICELINE COM		2013-07-01	2014-04-15
QUALCOMM		2013-11-22	2014-02-03
SPDR GOLD TRUST		2001-11-30	2014-09-22
SPDR GOLD TRUST		2001-11-30	2013-12-26
SPDR GOLD TRUST (12/31/12)		2008-09-23	2014-09-22
SPDR GOLD TRUST (12/31/12)		2008-09-23	2014-09-05
SPDR SECTOR TECHNOLOGY ETF		2014-07-29	2014-10-17
SPDR SECTOR TECHNOLOGY ETF		2014-08-25	2014-10-17
SPDR SECTOR TECHNOLOGY ETF		2014-09-10	2014-10-17
TEJON RANCH CO WARRANT EXPIRING 8/31/2016		2013-01-09	2014-04-17
TOTAL SA		2013-08-28	2014-08-25
TRIP ADVISOR		2013-06-10	2014-07-31
TRIP ADVISOR		2013-06-10	2014-05-13
TRIP ADVISOR		2013-06-10	2014-04-15
TWENTY-FIRST CENTURY		2013-09-12	2014-04-16
TWENTY-FIRST CENTURY		2013-07-09	2014-05-12
TWENTY-FIRST CENTURY		2013-07-09	2014-04-16
UNITED PARCEL SERVICE CL B		2014-05-30	2014-08-07
VANGUARD FTSE EMERGING MARKETS ETF		2014-04-11	2014-09-23
VANGUARD FTSE EMERGING MARKETS ETF		2014-04-11	2014-09-19
VANGUARD FTSE EMERGING MARKETS ETF		2014-05-19	2014-09-19

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
VANGUARD FTSE EMERGING MARKETS ETF		2014-08-14	2014-09-19
VANGUARD FTSE DEVELOPED MARKETS ETF		2013-10-11	2013-12-12
VERIZON COMMUNICATIONS INC (ASSET EXCHANGE)		2014-02-24	2014-02-28
VODAPHONE (REVERSE SPLIT)		2013-04-09	2014-05-30
VODAPHONE (REVERSE SPLIT)		2013-04-09	2014-02-28
WALGREEN CO		2013-05-01	2014-08-11
WALGREEN CO		2014-03-18	2014-08-11
WHITEWAVE		2013-08-09	2014-11-13
WIRELESS XCESSORIES		1999-06-07	2014-10-02
WIRELESS XCESSORIES		1999-06-07	2014-09-29
WIRELESS XCESSORIES		1999-06-07	2014-09-30
WIRELESS XCESSORIES		1999-06-07	2014-10-10
WIRELESS XCESSORIES		2005-05-04	2014-10-10
WISDOMTREE JAPAN HEDGED EQUITY ETF		2014-07-07	2014-07-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
35,224		30,306	4,918
7,576		6,762	814
14,296		11,098	3,198
2,818		1,895	923
39,163		41,246	-2,083
6,185		4,326	1,859
6,184		4,326	1,858
11,565		8,696	2,869
19,982		14,031	5,951
19,714		19,221	493
4,710		4,461	249
4,121		4,144	-23
19,437		13,123	6,314
9,417		21,684	-12,267
11,483		12,552	-1,069
332		765	-433
9,748			9,748
25,257		25,187	70
8,309		8,256	53
16,176		12,403	3,773
19,343		13,543	5,800
667		575	92
10,472		10,182	290
6,667		6,828	-161
26,271		32,520	-6,249
20,434		19,136	1,298
7,492		7,527	-35
14,994		13,179	1,815
19,318		18,155	1,163
6,481		6,340	141

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,008		4,633	375
5,933		6,019	-86
29,027		33,103	-4,076
17,178		16,206	972
4,977		5,123	-146
20,159		21,527	-1,368
21,704		21,977	-273
17,558		12,489	5,069
1,592		1,205	387
8,284		6,246	2,038
4,025		3,406	619
34,887		30,909	3,978
15,438		16,339	-901
31,834		28,583	3,251
10,000		8,894	1,106
813		760	53
11,880		11,196	684
15,846		16,395	-549
13,854		14,475	-621
20,307		21,359	-1,052
20,552		22,645	-2,093
9,954		10,853	-899
24,465		23,222	1,243
4		3	1
12		9	3
23		17	6
21,186		23,009	-1,823
5,310		5,689	-379
41,218		41,333	-115
19,464		17,165	2,299

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20,815		22,128	-1,313
16,094		16,460	-366
26,897		32,737	-5,840
27,235		28,556	-1,321
28,207		28,405	-198
16,658		17,588	-930
17,560		21,774	-4,214
17,279		20,777	-3,498
6,583		7,612	-1,029
5,926		4,222	1,704
18,860		19,275	-415
13,194		5,015	8,179
23,376		9,036	14,340
28,647		10,888	17,759
31,551		11,702	19,849
41,381		43,636	-2,255
9,957		10,494	-537
10,335		10,993	-658
265		345	-80
10,894		9,745	1,149
12,558		8,070	4,488
4,506		3,395	1,111
2,772		2,114	658
5,651		5,836	-185
20,561		19,958	603
4,870		4,838	32
36,276		38,625	-2,349
21,646		20,337	1,309
940		873	67
8,508		8,060	448

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,343		1,328	15
18,385		18,489	-104
3		2	1
16,898		25,666	-8,768
19		24	-5
8,529		7,161	1,368
5,924		6,778	-854
6,176		3,198	2,978
7,918		9,483	-1,565
5,068		5,959	-891
3,270		3,844	-574
1,017		1,217	-200
4,233		5,120	-887
21,528		22,167	-639

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,918
			814
			3,198
			923
			-2,083
			1,859
			1,858
			2,869
			5,951
			493
			249
			-23
			6,314
			-12,267
			-1,069
			-433
			9,748
			70
			53
			3,773
			5,800
			92
			290
			-161
			-6,249
			1,298
			-35
			1,815
			1,163
			141

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			375
			-86
			-4,076
			972
			-146
			-1,368
			-273
			5,069
			387
			2,038
			619
			3,978
			-901
			3,251
			1,106
			53
			684
			-549
			-621
			-1,052
			-2,093
			-899
			1,243
			1
			3
			6
			-1,823
			-379
			-115
			2,299

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,313
			-366
			-5,840
			-1,321
			-198
			-930
			-4,214
			-3,498
			-1,029
			1,704
			-415
			8,179
			14,340
			17,759
			19,849
			-2,255
			-537
			-658
			-80
			1,149
			4,488
			1,111
			658
			-185
			603
			32
			-2,349
			1,309
			67
			448


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			15
			-104
			1
			-8,768
			-5
			1,368
			-854
			2,978
			-1,565
			-891
			-574
			-200
			-887
			-639

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

WILLIAM F HENAGAN
BARBARA M HENAGAN

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AGAPE YOUTH & FAMILY CENTER 2353 BOLTON ROAD NW SUITE 100 ATLANTA,GA 30318	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	500
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVENUE NE ATLANTA,GA 30309	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	1,500
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKWY NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	2,000
BEAUFORT MEMORIAL HOSPITAL FOUNDATION PO BOX 2233 BEAUFORT,SC 29901	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	100
BREAKTHROUGH ATLANTA 4075 PACES FERRY ROAD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	500
CHILDREN'S HEALTHCARE OF ATLANTA FOUNDATION 1687 TULLIE CIRCLE NE ATLANTA,GA 30328	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	1,000
MANOMET CENTER FOR CONSERVATION SCIENCES (SUMMERFEST) PO BOX 1770 MANOMET,MA 02345	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	100
NORMAN ROCKWELL MUSEUM 9 GLENDALE ROAD PO BOX 308 STOCKBRIDGE,MA 01262	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	500
NORTHSIDE UNITED METHODIST CHURCH 2799 NORTHSIDE DRIVE NW ATLANTA,GA 30305	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	43,833
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	22,500
THE LOVETT SCHOOL (BREAKTHROUGH ATLANTA) 4075 PACES FERRY ROAD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	40,434
VANDERBILT UNIVERSITY - SCHOOL OF ENGINEERING VU STATION B 357727 2301 VANDERBILT PLACE NASHVILLE,TN 372357727	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	2,500
VISITING NURSEHOSPICE ATLANTA 6610 BAY CIRCLE SUITE C NORCROSS,GA 30071	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	1,000
WALNUT HILLS SCHOOL FOR THE ARTS 12 HIGHLAND STREET NATICK,MA 01760	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	500
WESLEY WOODS 1817 CLINTON ROAD NE ATLANTA,GA 30329	NONE	OTHER PUBLIC CHARITY	OPERATING FUND	5,700
Total  3a				122,667

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div>
		<div>2013</div>
<div>Name of the organization</div> <div>HENAGAN FOUNDATION INC</div>		<div>Employer identification number</div> <div>58-2590432</div>

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

[illegible]

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

Name of organization HENAGAN FOUNDATION INC	Employer identification number 58-2590432
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule**Name:** HENAGAN FOUNDATION INC**EIN:** 58-2590432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCGLADREY LLP - ACCOUNTING AND TAX RETURN PREPARATION	2,625	2,625		0

**TY 2013 Investments Corporate
Bonds Schedule****Name:** HENAGAN FOUNDATION INC**EIN:** 58-2590432

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTL	20,249	20,813
ISHARES 1-3 YEAR	84,447	84,384
ISHARES 20+ YEAR TREASURY	75,661	84,518
LOCKHEED MARTIN	20,403	20,881
PEPISCO, INC.	15,244	15,324
RAYTHEON COMPANY	15,386	15,620
SPDR BARCLAYS ST CORP. BOND ETF	30,650	30,730
US BANCO RP	14,918	15,240

TY 2013 Investments Corporate
Stock Schedule

Name: HENAGAN FOUNDATION INC
EIN: 58-2590432

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	0	0
AIRGAS, INC.	20,658	34,687
ALIBABA GROUP HOLDING LTD	17,245	20,430
AMAZON.COM INC.	0	0
AMERICAN INTERNATIONAL GROUP	32,519	42,196
AMGEN INC.	32,999	40,501
ANNALY CAPITAL MGMT INC.	31,459	32,256
APPLE INC.	43,787	44,837
BAIDU	16,023	16,177
BANK OF AMERICA, INC.	42,071	44,304
BANK OF THE OZARKS	0	0
BEAM INC.	0	0
BIOGEN IDEC INC.	31,910	31,077
BLACKSTONE MORTGAGE TRUST	42,049	42,354
CABELAS	6,794	26,035
CARNIVAL CORP	0	0
CELGENE CORP.	9,278	31,833
CHEVRON	20,076	19,597
CONOCOPHILLIPS	0	0
CUMMINGS INC.	33,760	32,910
DISNEY WALT CO.	32,667	37,004
DOMINION RESOURCES INC.	32,581	31,849
EBAY INC.	0	0
ECOLAB INC.	25,802	32,576
EMERSON ELECTRIC	0	0
FACEBOOK INC.	21,547	22,378
FRANKLIN STREET PROPERTIES	0	0
FREEMPORT MCMORAN COPPER & GOLD INC.	0	0
GENERAL BEARING	1	1,000
GENERAL ELECTRIC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENUINE PARTS	33,215	51,390
GLAXO SMITHKLINE	0	0
GOOGLE INC	19,649	33,818
HUNTINGTON BANCSHARES, INC.	0	0
ILLINOIS TOOL WORKS	0	0
ISHARES MSCI GERMANY ETF	0	0
ISHARES MSCI POLAND CAPPED ETF	0	0
JOHNSON & JOHNSON	25,076	40,594
KINDER MORGAN MANAGEMENT LLC	0	0
LIBERTY MEDIA CORP	16,106	23,625
LINCOLN NATIONAL CORP	0	0
LOWES COMPANIES	31,918	36,000
MARKEL CORP	0	0
MASTERCARD INC. CL A	16,969	43,645
MEDTRONIC INC.	32,505	37,748
MERCK & CO	42,382	46,206
MERRIMACK PHARMACEUTICALS	6,658	36,640
MICROSOFT	37,296	46,615
MONMOUTH REAL ESTATE INV. CORP.	17,423	32,341
MOSAIC CO	0	0
NESTLE S.A.	31,238	30,921
NIKE	27,356	30,283
NOBLE	0	0
PHILLIPS 66	38,279	36,510
PIONEER NAT RES CO	0	0
PRICELINE.COM	10,978	15,082
QUALCOMM	0	0
ROCHE HOLDING LTD.	31,092	36,037
SPDR GOLD TRUST	0	0
STAG INDUSTRIES, INC	19,660	31,135

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STRATASYS LTD	16,820	18,559
TEJON RANCH CO. WARRANT EXPIRING 8/31/16	0	0
TEVA PHARMACEUTICAL	22,165	22,963
THE TRAVELERS COS INC.	32,615	33,111
TOTAL SA	19,148	18,692
TRIPADVISOR	0	0
TWENTY-FIRST CENTURY	0	0
UNION PACIFIC CORP	27,418	52,547
UNITED PARCEL SERVICES CL B	31,864	34,515
VANGUARD FTSE DEVELOPED MKTS ETF	0	0
VERIZON COMMUNICATIONS, INC.	30,583	50,792
V-F CORP	20,547	24,355
VODAPHONE	0	0
WALGREENS CO	18,350	25,317
WELLS FARGO	63,574	69,244
WHITEWAVE	10,984	21,136
WIRELESS XCESSORIES	0	0
WISDOMTREE INDIA EARNINGS FUND	21,048	25,646
WISDOMTREE JAPAN HEDGED EQUITY	20,808	21,717

TY 2013 Investments - Other Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHENIERE ENERGY PARTNERS	AT COST	35,716	32,280

TY 2013 Other Expenses Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

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

TY 2013 Other Income Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	112	112	112
INVESTMENT COST BASIS ADJUSTMENT - PNC	9,302	9,302	9,302

TY 2013 Other Increases Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

Description	Amount
RECOVERY OF AMOUNTS TREATED AS QUALIFYING CONTRIBUTIONS	200

TY 2013 Other Professional Fees Schedule

Name: HENAGAN FOUNDATION INC

EIN: 58-2590432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC WEALTH MANAGEMENT - INVESTMENT FEES	7,490	7,490		0
MOODY LYNN - INVESTMENT FEES	3,560	3,560		0

TY 2013 Taxes Schedule**Name:** HENAGAN FOUNDATION INC**EIN:** 58-2590432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	861	861		0
FEDERAL EXCISE TAX- PRIOR YEAR BALANCE	4,932	0		0
FEDERAL EXCISE TAX- ESTIMATED PAYMENTS	5,900	0		0