Form **990-PF** | Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation | OMB No 1545-0052 **2015**

Department of the Treasury Internal Revenue Service

| 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.

Open to Public Inspection

SCANNED MAR 15 2017

ENVELOPE POSTMARK DATE MAR 14 2017

~~SCANNED MAR 1 8 2017~~

For calendar year 2015 or tax year beginning OCT 1, 2015 , and ending SEP 30, 2016

Name of foundation: A.D. HENDERSON FOUNDATION, INC.

A Employer identification number: 23-7047045

Number and street (or P O box number if mail is not delivered to street address): PO BOX 14096 | Room/suite

B Telephone number: 954-764-2819

City or town, state or province, country, and ZIP or foreign postal code: FORT LAUDERDALE, FL 33302-4096

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) ▶$ 57,433,631.

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 ▶ ☐

COPY

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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,108,433.	1,108,433.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	781,867.			
	b Gross sales price for all assets on line 6a 9,353,182.				
	7 Capital gain net income (from Part IV, line 2)		781,867.		
	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)				
	11 Other income	-59,445.	-77,898.		STATEMENT 2
	12 **Total** Add lines 1 through 11	1,830,855.	1,812,402.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	126,400.	18,960.		107,440.
	14 Other employee salaries and wages	245,765.	12,288.		233,477.
	15 Pension plans, employee benefits	83,104.	12,466.		70,638.
	16a Legal fees STMT 3	1,967.	0.		1,967.
	b Accounting fees STMT 4	26,950.	13,475.		13,475.
	c Other professional fees STMT 5	316,621.	316,321.		300.
	17 Interest				
	18 Taxes STMT 6	28,276.	4,196.		24,080.
	19 Depreciation and depletion	799.	0.		
	20 Occupancy	53,762.	2,688.		51,074.
	21 Travel, conferences, and meetings	86,961.	8,696.		78,265.
	22 Printing and publications				
	23 Other expenses STMT 7	39,820.	1,791.		36,103.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,010,425.	390,881.		616,819.
	25 Contributions, gifts, grants paid	2,271,419.			2,271,419.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,281,844.	390,881.		2,888,238.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,450,989.			
	b **Net investment income** (if negative, enter -0-)		1,421,521.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

P 5 NE

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	165,446.	270,280.	270,280.
	2 Savings and temporary cash investments	6,196,068.	2,755,636.	2,755,636.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 8	833,810.	683,810.	705,654.
	b Investments - corporate stock STMT 9	22,675,864.	22,640,089.	30,696,018.
	c Investments - corporate bonds STMT 10	2,602,392.	5,551,426.	5,776,456.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	15,844,879.	14,965,734.	17,203,302.
	14 Land, buildings, and equipment basis ▶ 55,941.			
	Less accumulated depreciation STMT 12 ▶ 29,656.	25,790.	26,285.	26,285.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	48,344,249.	46,893,260.	57,433,631.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	350,998.	350,998.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	47,993,251.	46,542,262.	
	30 **Total net assets or fund balances**	48,344,249.	46,893,260.	
	31 **Total liabilities and net assets/fund balances**	48,344,249.	46,893,260.	

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	48,344,249.
2 Enter amount from Part I, line 27a	2	-1,450,989.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	46,893,260.
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	46,893,260.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	9,353,182.		9,045,750.	781,867.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				781,867.

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 } 2 781,867.

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)
If (loss), enter -0- in Part I, line 8 3 N/A

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))
2014	2,784,199.	57,884,888.	.048099
2013	2,672,519.	58,347,635.	.045803
2012	2,378,377.	53,061,138.	.044823
2011	2,530,211.	48,762,659.	.051888
2010	2,402,980.	51,357,289.	.046789

2	Total of line 1, column (d)	2	.237402
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	.047480
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	54,846,038.
5	Multiply line 4 by line 3	5	2,604,090.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,215.
7	Add lines 5 and 6	7	2,618,305.
8	Enter qualifying distributions from Part XII, line 4	8	2,888,238.

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	14,215.
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	14,215.
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	14,215.
6 Credits/Payments				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	36,783.		
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	36,783.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	22,568.
11 Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶		22,568. Refunded ▶	11	0.

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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? N/A	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) ▶ DE,FL			
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 2015 or the taxable year beginning in 2015 (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)*

			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 ▶ WWW.HENDERSONFDN.ORG

14 The books are in care of ▶ A. D. HENDERSON FOUNDATION, INC. Telephone no ▶954-764-2819
Located at ▶515 EAST LAS OLAS BLVD., FORT LAUDERDALE, FL ZIP+4 ▶33301

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	16		X

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

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

				Yes	No
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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)	N/A	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 ▶ ____, ____, ____, ____				
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 2015 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 2015)*	N/A	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 2015?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes [X] 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 [X] 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)?	N/A	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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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 13		126,400.	8,000.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
EDWARD GALE - 2629 UPPER FRENCH HILL RD, JOHNSON, VT 05656	PROGRAM DIRECTOR 40.00	104,678.	4,000.	0.
KAREN PFEIFFER - 2771 NE 15TH ST, FORT LAUDERDALE, FL 33301	SECRETARY & OPERATIONS MANAGER 40.00	93,689.	4,000.	0.
MONICA MENAHEM - 10671 NW 12TH DRIVE, PLANTATION, FL 33322	PROGRAM DIRECTOR 40.00	47,398.	4,000.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WILLIAMS, JONES & ASSOCIATES 717 FIFTH AVE #1700, NEW YORK, NY 10022	INVESTMENT ADVISORY	232,732.
ALESCO ADVISORS LLC (FIDELITY) 120 OFFICE PARK WAY, PITTSFORD, NY 14534	INVESTMENT ADVISORY	83,589.
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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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	51,620,395.
b	Average of monthly cash balances		1b	4,060,862.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	55,681,257.
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	55,681,257.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	835,219.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	54,846,038.
6	**Minimum investment return** Enter 5% of line 5		6	2,742,302.

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	2,742,302.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 14,215.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	14,215.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,728,087.
4	Recoveries of amounts treated as qualifying distributions		4	18,453.
5	Add lines 3 and 4		5	2,746,540.
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	2,746,540.

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	2,888,238.
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	2,888,238.
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	5	14,215.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,874,023.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,746,540.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			2,548,968.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 2,888,238.				
a Applied to 2014, but not more than line 2a			2,548,968.	
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 2015 distributable amount				339,270.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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	0.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				2,407,270.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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

SEE STATEMENT 14

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALL FLORIDA YOUTH ORCHESTRA 1708 NORTH 40 AVENUE HOLLYWOOD, FL 33021	NONE	PUBLIC CHARITY	MUSIC STEPS FOR PRESCHOOL	47,500.
CHILD CARE RESOURCE 181 COMMERCE STREET WILLISTON, VT 05495	NONE	PUBLIC CHARITY	NEW AMERICAN CHILD CARE BUSINESS DEVELOPMENT PROJECT	25,000.
CHITTENDEN COMMUNITY TELEVISION 294 NORTH WINOOSKI AVENUE BURLINGTON, VT 05401	NONE	PUBLIC CHARITY	CONTINUATION OF COMMON GOOD VT	35,000.
COMMUNITY FOUNDATION OF BROWARD 910 EAST LAS OLAS BLVD FORT LAUDERDALE, FL 33301	NONE	PUBLIC CHARITY	UNSOLICITED GENERAL PURPOSES GRANT	20,000.
EARLY COALITION OF BROWARD CO. 6301 NW 5TH WAY, SUITE 3400 FORT LAUDERDALE, FL 33309	NONE	PUBLIC CHARITY	CONTINUATION OF BROWARD EARLY CHILDHOOD EDUCATORS CONFERENCE 2016	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,271,419.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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11-24-15

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	1,108,433.	
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			14	-77,898.	
8 Gain or (loss) from sales of assets other than inventory			18	781,867.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a REFUND PRIOR YEAR GRANT					
b DISTRIBUTIONS			01		18,453.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,812,402.	18,453.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,830,855.

(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)
11A	REFUND OF QUALIFYING GRANT FUNDS DISBURSED IN PRIOR YEAR $18,453

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
		N/A	

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
N/A		

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

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

Signature of officer or trustee	Date	Title
		PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JOE S. BERKOVITS				P00262132

Firm's name ▶ EISNERAMPER — Firm's EIN ▶ 13-1639826

Firm's address ▶ 900 SOUTH PINE ISLAND ROAD, #110
FT LAUDERDALE, FL 33324 — Phone no (954)475-3199

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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	STATE STREET A/C 9371 - HEDGE FUNDS	P		
b	STATE STREET A/C 9371	P		
c	MORGAN STANLEY A/C 116434	P		
d	MORGAN STANLEY A/C 116434 - LT DISTRBS	P		
e	FIDELITY A/C 735809 - CAP GAIN DISTRIBUTION	P		
f	FIDELITY- CAP GAIN DIST	P		
g	MORGAN STANLEY A/C 116434 - PFIZER	P		
h	MORGAN STANLEY A/C 116434 - GE REORG	P		
i	PARTNERSHIP INCOME - CAP GAINS/LOSSES	P		
j	FIDELITY A/C 735809	P		
k	STATE STREET A/C 9371 - LT CG DISTRB	P		
l	MORGAN STANLEY A/C 116434 - HEDGE FUNDS	P		
m	MORGAN STANLEY A/C 116434 - HEDGE FUNDS	P		
n				
o				

	(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	180,000.		204,457.	-24,457.
b	89,467.		94,988.	-5,521.
c	7,442,806.		7,057,617.	385,189.
d				28,669.
e				62.
f				265,169.
g	1,156.			1,156.
h	5,475.			5,475.
i				180,463.
j	1,544,569.		1,535,408.	9,161.
k				72.
l	89,709.		138,565.	-48,856.
m			14,715.	-14,715.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				-24,457.
b				-5,521.
c				385,189.
d				28,669.
e				62.
f				265,169.
g				1,156.
h				5,475.
i				180,463.
j				9,161.
k				72.
l				-48,856.
m				-14,715.
n				
o				

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	781,867.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HEALTHY MOTHERS-HEALTHY BABIES 5546 WEST OAKLAND PARK BLVD, STE 201 LAUDERHILL, FL 33313	NONE	PUBLIC CHARITY	CONTINUATION OF COMPREHENSIVE FATHERHOOD MENTORSHIP PROGRAM	35,000.
HISPANIC UNITY OF FLORIDA, INC. 5840 JOHNSON STREET HOLLYWOOD, FL 33021	NONE	PUBLIC CHARITY	CONTINUATION OF UNITY 4KIDS PROGRAM	35,000.
IMPACT BROWARD, INC. 4701 NW 33RD AVENUE FORT LAUDERDALE, FL 33309	NONE	PUBLIC CHARITY	CONTINUATION OF FOSTER GRANDPARENT PROGRAM	52,683.
JACK AND JILL CHILDREN'S CENTER, INC. 1315 WEST BROWARD BOULEVARD FORT LAUDERDALE, FL 33312	NONE	PUBLIC CHARITY	EARLY CHILDHOOD PROGRAM	50,000.
LEAHY CENTER FOR LAKE CHAMPLAIN ONE COLLEGE STREET BURLINGTON, VT 05401	NONE	PUBLIC CHARITY	EARLY SCIENCE LEARNING INITIATIVE	27,746.
MARLBORO COLLEGE P.O. BOX A MARLBORO, VT 05344	NONE	PUBLIC CHARITY	CULTIVATING A THRIVING VERMONT NON PROFIT SECTOR	65,000.
MIAMI FOUNDATION 40 NW 3RD STREET, SUITE 305 MIAMI, FL 33128	NONE	PUBLIC CHARITY	2016 BUSINESS INSTITUTE FOR EARLY LEARNING	40,000.
MOBIUS, INC. 19 MARBLE STREET, STE 4 BURLINGTON, VT 05401	NONE	PUBLIC CHARITY	CONTINUATION OF VT MENTORING GRANTS & OPERATIONS	200,000.
PICCOLO PICASSO 2710 NORTHEAST 58 STREET FORT LAUDERDALE, FL 33308	NONE	PUBLIC CHARITY	CONTINUATION OF CIITE (CREATING INTENTIONAL INFANT/TODDLER ENVIRONMENTS)	45,330.
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE, VT 05482	NONE	PUBLIC CHARITY	PHASE I OF FARM TO PRESCHOOL	25,000.
Total from continuation sheets				2,137,919.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SUSAN B. ANTHONY CENTER, INC. 1633 POINCIANA DRIVE PEMBROKE PINES, FL 33025	NONE	PUBLIC CHARITY	CONTINUATION OF HELPING CHILDREN SUCCEED	55,000.
THE PERMANENT FUND 3 COURT ST MIDDLEBURY, VT 05753	NONE	PUBLIC CHARITY	CONTINUATION OF VERMONT BIRTH TO FIVE (VB5)	580,000.
THE PERMANENT FUND 3 COURT ST MIDDLEBURY, VT 05753	NONE	PUBLIC CHARITY	CONTINUATION OF LET'S GROW KIDS CAMPAIGN (LBK)	350,000.
UNITED WAY OF BROWARD COUNTY 1300 S ANDREWS AVE FORT LAUDERDALE, FL 33316	NONE	PUBLIC CHARITY	CONTINUATION OF READINGPALS	50,000.
VERMONT COMMUNITY FOUNDATION 3 COURT ST MIDDLEBURY, VT 05753	NONE	PUBLIC CHARITY	ANNUAL UNSOLICITED GENERAL PURPOSES GRANT	20,000.
VSA VERMONT, INC. 21 CARMICHAEL STREET, STE 206 ESSEX JUNCTION, VT 05452	NONE	PUBLIC CHARITY	CONTINUATION OF START WITH THE ARTS	60,000.
YOUNG AT ART OF BROWARD, INC. 751 SW 121 AVE DAVIE, FL 33325	NONE	PUBLIC CHARITY	STEAM FOR EARLY LEARNERS	31,882.
JACK AND JILL CHILDREN'S CENTER, INC. 1315 WEST BROWARD BOULEVARD FORT LAUDERDALE, FL 33309	NONE	PUBLIC CHARITY	SOCIAL EMOTIONAL INTELLIGENCE INITIATIVE	22,291.
PICCOLO PICASSO 2710 NORTHEAST 58 STREET FORT LAUDERDALE, FL 33308	NONE	PUBLIC CHARITY	ART THROB	60,000.
UNITED WAY OF BROWARD COUNTY 1300 S ANDREWS AVE FORT LAUDERDALE, FL 33316	NONE	PUBLIC CHARITY	MODS APP-TITUDE PROGRAM	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CAPSTONE COMMUNITY ACTION 20 GABLE PLACE BARRE, VT 05641	NONE	PUBLIC CHARITY	STRONG CURRICULUM, STRONG PARENTS	20,000.
CENTER FOR LITERACY ARTS AND SCIENCES 5820 WEST HALLENDALE BEACH BOULEVARD WEST PARK, FL 33023	NONE	PUBLIC CHARITY	CONTINUATION OF DEMOCRACY OF CHILDREN CURRICULUM	15,000.
FAIRBANKS MUSEUM AND PLANETARIUM 1302 MAIN STREET ST. JOHNSBURY, VT 05819	NONE	PUBLIC CHARITY	BRIGHT SPACE / BRIGHT FUTURE	29,625.
FLORENCE FULLER CHILD DEVELOPMENT CENTER 200 NORTHEAST 14TH STREET BOCA RATON, FL 33432	NONE	PUBLIC CHARITY	EARLY EDUCATION PROGRAM	5,000.
GIRLS ON THE RUN VERMONT 22 BROWNE COURT, SUITE 103B BRATTLEBORO, VT 05301	NONE	PUBLIC CHARITY	COACH TRAINING REMODEL	20,000.
IRONBOUND COMMUNITY CORPORATION 317 ELM STREET NEWARK, NJ 07105	NONE	PUBLIC CHARITY	UNSOLICITED GENERAL PURPOSES GRANT FOR THE IRONBOUND COMMUNITY CORPORATION - SPRING 2016	5,000.
KIDSAFE FOUNDATION 5944 CORAL RIDGE DRIVE, #241 CORAL SPRINGS, FL 33076	NONE	PUBLIC CHARITY	HELPING TO KEEP CHILDREN SAFE	24,990.
STOREFRONT ACADEMY HARLEM 70 EAST 129TH STREET NEW YORK, NY 10035	NONE	PUBLIC CHARITY	UNSOLICITED GENERAL PURPOSES GRANT	10,000.
THE MENTOR CONNECTOR P. O. BOX 1617 RUTLAND, VT 05701	NONE	PUBLIC CHARITY	PUBLICITY AND MARKETING SYSTEM	25,000.
TOWN OF GUILFORD SCHOOL DISTRICT 53 GREENT STREET BATTLEBORO, VT 05301	NONE	PUBLIC CHARITY	UNSOLICITED GENERAL PURPOSES GRANT TO BE USED FOR THE AFTER-SCHOOL PROGRAM AT GUILFORD CENTRAL	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNITED WAY OF MIAMI-DADE COUNTY, INC. 3250 SOUTHWEST THIRD AVENUE MIAMI, FL 33129	NONE	PUBLIC CHARITY	UNSOLICITED GENERAL PURPOSES GRANT FOR THE UNITED WAY'S CENTER FOR EXCELLENCE IN EARLY EDUCATION	5,000.
VERMONT ASSN CHILD CARE RESOURCE & REFERR 181 COMMERCE STREET WILLISTON, VT 05495	NONE	PUBLIC CHARITY	SUPPORT FOR TRANSFORMING THE WORKFORCE PROPOSAL	15,000.
WASHINGTON PARK CHILD CARE CENTER, INC. 5731 PEMBROKE ROAD HOLLYWOOD, FL 33023	NONE	PUBLIC CHARITY	DEMOCRACY OF CHILDREN PROGRAM	30,000.
WINDHAM CHILD CARE ASSOCIATION, INC. 130 BIRGE STREET BRATTLEBORO, VT 05301	NONE	PUBLIC CHARITY	PROGRAM ENRICHMENT RESOURCE KITS	10,000.
WINDHAM CHILD CARE ASSOCIATION, INC. 130 BIRGE STREET BRATTLEBORO, VT 05301	NONE	PUBLIC CHARITY	COMBATING COMPASSION FATIGUE IN EARLY CHILDHOOD EDUCATORS	8,000.
NOVA SOUTHEASTERN UNIVERSITY, INC. 6500 NOVA DRIVE DAVIE, FL 33317	NONE	PUBLIC CHARITY	LEADERSHIP FOR LEARNING PROGRAM	74,872.
THE FOUNTAIN HOUSE 425 W 47TH STREET NEW YORK, NY 10036	NONE	PUBLIC CHARITY	IN MEMORY OF PETER HINRICHS	500.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT DIVIDEND INCOME	902,107.	0.	902,107.	902,107.	
INVESTMENT INTEREST INCOME	59,221.	0.	59,221.	59,221.	
PARTNERSHIP INCOME - INTEREST & DIVIDENDS	147,105.	0.	147,105.	147,105.	
TO PART I, LINE 4	1,108,433.	0.	1,108,433.	1,108,433.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIPS - ROYALTY INCOME	322.	322.	
PARTNERSHIPS - OTHER INCOME	-86,440.	-86,440.	
PARTNERSHIP INCOME - NONTAXABLE	8,220.	8,220.	
REFUND PRIOR YEAR GRANT DISTRIBUTIONS	18,453.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-59,445.	-77,898.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,967.	0.		1,967.
TO FM 990-PF, PG 1, LN 16A	1,967.	0.		1,967.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,950.	13,475.		13,475.
TO FORM 990-PF, PG 1, LN 16B	26,950.	13,475.		13,475.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	316,321.	316,321.		0.
CONSULTANTS - GRANTS	300.	0.		300.
TO FORM 990-PF, PG 1, LN 16C	316,621.	316,321.		300.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	305.	0.		305.
PAYROLL TAXES	27,971.	4,196.		23,775.
TO FORM 990-PF, PG 1, LN 18	28,276.	4,196.		24,080.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	5,425.	271.		5,154.
EDUCATION	2,083.	0.		2,083.
INSURANCE	18,435.	922.		17,513.
OFFICE EXPENSE	1,493.	75.		1,418.
SUPPLIES	1,979.	99.		1,880.

TELEPHONE	4,859.	243.		4,616.
PARTNERSHIP - NONDEDUCTIBLE EXPENSE	1,926.	0.		0.
POSTAGE	1,520.	76.		1,444.
COMPUTER EXPENSE	2,100.	105.		1,995.
TO FORM 990-PF, PG 1, LN 23	39,820.	1,791.		36,103.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - GOVERNMENT OBLIGATIONS (SEE ATTACHMENTS A-D)	X		683,810.	705,654.
TOTAL U.S. GOVERNMENT OBLIGATIONS			683,810.	705,654.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			683,810.	705,654.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK (SEE ATTACHMENTS A-D)	22,640,089.	30,696,018.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,640,089.	30,696,018.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE BONDS (SEE ATTACHMENTS A-D)	5,551,426.	5,776,456.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,551,426.	5,776,456.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - OTHER (SEE ATTACHMENTS A-D)	COST	14,329,926.	16,567,494.
ADDTL BASIS IN HEDGE FUNDS	COST	601,548.	601,548.
ADDTL BASIS IN PARTNERSHIPS	COST	34,260.	34,260.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,965,734.	17,203,302.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FILE CABINETS	2,158.	1,849.	309.
MAHOGANY FILE UNIT	3,950.	3,950.	0.
DESK CHAIRS	2,328.	2,328.	0.
BIZHUB 350 COPY MACHINE	7,500.	7,500.	0.
SOFTWARE-OUTLOOK	129.	129.	0.
SOFTWARE-PC ANYWHERE, ANTIVIRUS	508.	465.	43.
HP COLOR PRINTER	1,001.	1,001.	0.
KEYBOARD & MOUSE	218.	218.	0.
3 MONITORS & VIDEO CARDS	1,092.	1,092.	0.
SOFTWARE-MS OFFICE	249.	249.	0.
SOFTWARE-QUICKBOOKS 2007	170.	170.	0.
OIL PAINTING	27,000.	0.	27,000.
HP LASERJET PRINTER	228.	228.	0.
OLYMPUS DIGITAL VOICE RECORDER	137.	137.	0.
SHREDDER	691.	691.	0.
CHAIR (ANITA)	1,232.	1,232.	0.
LAPTOP CASE, STAND, KEYBOARD	230.	230.	0.
SOFTWARE-INTUIT PAYROLL	199.	199.	0.
SOFTWARE-PRINT2RDP 4.6	150.	150.	0.
COMPUTER SERVER	2,915.	2,915.	0.
MICROSOFT OFFICE 2010 - 4 LICENSES	680.	680.	0.
KED PRINTER & BACK-UP FOR SERVER	419.	419.	0.
LAPTOP (FOR KAREN)	1,034.	895.	139.
COMPUTER (FOR MONICA)	460.	460.	0.
HP PAVILION COMPUTER AND BATTERY BACKUPS (MAM & KMP))	1,300.	683.	617.
TOTAL TO FM 990-PF, PART II, LN 14	55,978.	27,870.	28,108.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALLEN DOUGLAS HENDERSON PO BOX 14096 FORT LAUDERDALE, FL 33302-4096	PRES-TRUSTEE,EXEC.COMM 3.00	18,200.	0.	0.
BARBARA HENDERSON PO BOX 14096 FORT LAUDERDALE, FL 33302-4096	EMERITUS TRUSTEE 2.00	0.	0.	0.
JAMES LYON C/O 717 5TH AVE #1700 NEW YORK, NY 10022	EMERITUS TRUSTEE 1.00	0.	0.	0.
LUCIA HENDERSON PO BOX 14096 FORT LAUDERDALE, FL 33302-4096	1ST VP-TRUSTEE, EXEC COMM 5.00	25,200.	4,000.	0.
KAREN M PFEIFFER 2771 NE 15TH STREET FORT LAUDERDALE, FL 33304	SECRETARY & OP MGR/SEE PART VIII, 2 40.00	0.	0.	0.
JAMES HASSON JR 3185 CHATTAM ROAD, NW ATLANTA, GA 30305	TRUSTEE 2.00	6,000.	0.	0.
ROBERT S. HINRICHS 2676 TATER LANE GUILFORD, VT 05301	TRUSTEE 2.00	16,200.	0.	0.
ANNE W. RIDER 2676 TATER LANE GUILFORD, VT 05301	2RD VP-TRUSTEE, EXEC COMM 5.00	25,200.	4,000.	0.
MAUREEN C. TOMPKINS 4310 CRESCENT STREET LONG ISLAND CITY, NY 11101	TREASURER-TRUSTEE 2.00	10,200.	0.	0.
ALEXANDRA HOLLY FOULADI 1351 GREEN STREET SAN FRANCISCO, CA 94109	TRUSTEE 2.00	7,200.	0.	0.
HELENE ROTHERMUND 108 OLYMPIC SAINT SIMONS ISLAND, GA 31522	TRUSTEE 2.00	18,200.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		126,400.	8,000.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KAREN PFEIFFER
P.O. BOX 14096
FORT LAUDERDALE, FL 33302

TELEPHONE NUMBER

954-764-2819

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING NAME, ADDRESS, AMOUNT, AND DURATION FOR FUNDS REQUESTED; DESCRIPTION OF THE PROJECT OR PROGRAM; TYPE OF CHARITABLE ORGANIZATION; COPY OF IRS APPROVAL OF TAX-EXEMPT STATUS

ANY SUBMISSION DEADLINES

QUARTERLY

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE A.D. HENDERSON FOUNDATION SUPPORTS EARLY LEARNING AND STRIVES TO IMPROVE THE QUALITY OF EDUCATION FOR CHILDREN AGES BIRTH TO FIVE IN THE STATE OF VERMONT AND BROWARD COUNTY, FLORIDA. IN VERMONT, WE ALSO SEEK TO BUILD THE CAPACITY OF NONPROFIT ORGANIZATIONS, PRIMARILY FOCUSING ON EARLY EDUCATION AND ADULT TO CHILD MENTORING.

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
265	(D)THINKPAD T500 NOTEBOOK & SOFTWARE INSTALLATION	11/13/09	200DB	5.00	MQ	17	2,195.			1,098.	1,097.	1,097.		0.	
266	COMPUTER SERVER	08/01/10	200DB	5.00	MQ	17	2,915.			1,458.	1,457.	1,457.		0.	1,457.
267	MICROSOFT OFFICE 2010 - 4 LICENSES	06/01/11	SL	3.00	HY	17	680.			680.				0.	
268	KED PRINTER & BACK-UP FOR SERVER	12/03/10	200DB	5.00	HY	17	419.				419.	395.		24.	419.
269	LAPTOP (FOR KAREN)	12/30/10	200DB	7.00	HY	17	1,034.				1,034.	803.		92.	895.
270	COMPUTER (FOR MONICA)	06/01/11	200DB	7.00	HY	17	460.			460.				0.	
271	HP PAVILION COMPUTER AND BATTERY BACKUPS (MAM & KMP))	09/02/16	200DB	5.00	MQ	19B	1,300.			650.	650.			683.	33.
	EQUIPMENT (1500):														
	* 990-PF PG 1 TOTAL - EQUIPMENT (1500):						0.				0.	0.		0.	0.
	COMPUTER & INSTALLATION (1502):														
71	(D)COMPUTER EQUIPMENT	01/04/06	200DB	5.00	HY	17	3,956.				3,956.	3,956.		0.	
72	(D)SOFTWARE	02/03/06	SL	3.00		16	1,000.				1,000.	1,000.		0.	
73	(D)MONITOR & FLASH DRIVE	02/03/06	200DB	5.00	HY	17	425.				425.	425.		0.	
74	(D)POWER SUPPLY SWITCH	07/18/06	200DB	5.00	HY	17	204.				204.	204.		0.	
75	(D)2 COMPUTER WORKSTATION SETUP	08/18/06	200DB	5.00	HY	17	1,283.				1,283.	1,283.		0.	
76	(D)COMPUTER (KAREN)	08/11/06	200DB	5.00	HY	17	2,165.				2,165.	2,165.		0.	
77	(D)COMPUTER	08/25/06	200DB	5.00	HY	17	3,273.				3,273.	3,273.		0.	
78	SOFTWARE-OUTLOOK	12/07/05	SL	3.00		16	129.				129.	129.		0.	129.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
79	SOFTWARE-PC ANYWHERE, ANTIVIRUS	01/04/06	SL	3.00		16	508.				508.	465.		0.	465.
80	(D)SOFTWARE-BLACK ICE	09/29/06	SL	3.00		16	300.				300.	300.		0.	
81	HP COLOR PRINTER	11/03/06	200DB	5.00	HY	17	1,001.				1,001.	1,001.		0.	1,001.
82	(D)BATTERY BACKUP	01/03/07	200DB	5.00	HY	17	179.				179.	179.		0.	
83	(D)NOTEBOOK-DATA VISION	02/02/07	200DB	5.00	HY	17	1,570.				1,570.	1,570.		0.	
84	(D)SCANNERS-ETHERNET, PC NATION	04/12/07	200DB	5.00	HY	17	1,085.				1,085.	1,085.		0.	
85	KEYBOARD & MOUSE	07/30/07	200DB	5.00	HY	17	218.				218.	218.		0.	218.
86	3 MONITORS & VIDEO CARDS	08/28/07	200DB	5.00	HY	17	1,092.				1,092.	1,092.		0.	1,092.
87	(D)SWITCH & 16 PORT UPLINK	09/10/07	200DB	5.00	HY	17	564.				564.	564.		0.	
88	SOFTWARE-MS OFFICE	03/02/07	SL	3.00		16	249.				249.	249.		0.	249.
89	SOFTWARE-QUICKBOOKS 2007	04/12/07	SL	3.00		16	170.				170.	170.		0.	170.
251	(D)BACKUP DRIVES	10/09/07	200DB	5.00	HY	17	626.				626.	626.		0.	
252	(D)EXTERNAL BACKUP DRIVE (KMP)	12/10/07	200DB	5.00	HY	17	180.				180.	180.		0.	
253	(D)LAPTOP COMPUTER & EXTERNAL DRIVE (KED)	12/11/07	200DB	5.00	HY	17	1,865.				1,865.	1,865.		0.	
254	(D)OTHER EQUIPMENT	01/17/08	200DB	5.00	HY	17	449.			225.	224.	224.		0.	
255	(D)OTHER EQUIPMENT	04/08/08	200DB	5.00	HY	17	223.			112.	111.	111.		0.	
256	(D)FLASH DRIVE 16GB USB2.0	05/01/08	200DB	5.00	HY	17	77.			39.	38.	38.		0.	
257	(D)4 BATTERY BACKUP UNITS	05/29/08	200DB	5.00	HY	17	516.			258.	258.	258.		0.	

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
258	HP LASERJET PRINTER	07/30/08	200DB	5.00	HY	17	228.			114.	114.	114.		0.	114.
259	OLYMPUS DIGITAL VOICE RECORDER	09/16/08	200DB	5.00	HY	17	137.			69.	68.	68.		0.	68.
263	SOFTWARE-INTUIT PAYROLL	05/01/08	SL	3.00	HY	17	199.			100.	99.	99.		0.	99.
264	SOFTWARE-PRINT2RDP 4.6	07/30/08	SL	3.00	HY	17	150.			75.	75.	75.		0.	75.
	* 990-PF PG 1 TOTAL - COMPUTER & INSTALLATION (150						24,021.			992.	23,029.	22,986.		0.	3,680.
	FURN & EQUIP (1505):														
15	FILE CABINETS	06/08/93	200DB	7.00	HY	17	2,158.				2,158.	1,849.		0.	1,849.
17	MAHOGANY FILE UNIT	05/08/95	200DB	7.00	HY	17	3,950.				3,950.	3,950.		0.	3,950.
18	(D)FURNITURE	08/14/97	200DB	5.00	HY	17	9,282.				9,282.	9,282.		0.	
20	(D)FURNITURE	08/28/98	200DB	5.00	HY	17	17,438.				17,438.	17,438.		0.	
21	(D)FURNITURE	03/23/99	200DB	5.00	HY	17	1,272.				1,272.	1,272.		0.	
22	(D)OFFICE EQUIPMENT	04/25/01	200DB	5.00	HY	17	84.				84.	84.		0.	
23	(D)FURNITURE & FIXTURES	03/05/02	200DB	7.00	HY	17	1,236.		398.		838.	838.		0.	
24	(D)EASEL	03/29/04	200DB	7.00	HY	17	223.		112.		111.	111.		0.	
25	(D)TELEPHONE SYSTEM	02/22/05	200DB	7.00	HY	17	2,526.				2,526.	2,526.		0.	
26	(D)VARIOUS EQUIPMENT	04/18/06	200DB	7.00	HY	17	1,175.				1,175.	1,175.		0.	
27	(D)CONFERENCE ROOM FURN	01/06/06	200DB	7.00	HY	17	9,943.				9,943.	9,943.		0.	
29	DESK CHAIRS	02/27/06	200DB	7.00	HY	17	2,328.				2,328.	2,328.		0.	2,328.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
30	BIZHUB 350 COPY MACHINE	02/28/07	200DB	7.00	HY	17	7,500.				7,500.	7,500.		0.	7,500.
31	(D)CYBER POWER 650 BATTERY BACKUP	05/29/07	200DB	7.00	HY	17	129.				129.	129.		0.	
32	(D)EQUIPMENT-RELIABLE	07/03/07	200DB	7.00	HY	17	140.				140.	140.		0.	
260	SHREDDER	05/01/08	200DB	7.00	HY	17	691.			346.	345.	345.		0.	345.
261	CHAIR (ANITA)	09/04/08	200DB	7.00	HY	17	1,232.			616.	616.	616.		0.	616.
262	LAPTOP CASE, STAND, KEYBOARD	09/23/08	200DB	7.00	HY	17	230.			115.	115.	115.		0.	115.
	* 990-PF PG 1 TOTAL - FURN & EQUIP (1505):						61,537.		510.	1,077.	59,950.	59,641.		0.	16,703.
	LEASEHOLD IMPROVEMENTS:														
	* 990-PF PG 1 TOTAL - LEASEHOLD IMPROVEMENTS:						0.				0.	0.		0.	0.
	OIL PAINTING (1515):														
94	OIL PAINTING	12/31/01		.000	HY	16	27,000.				27,000.			0.	
	* 990-PF PG 1 TOTAL - OIL PAINTING (1515):						27,000.				27,000.	0.		0.	0.
	* GRAND TOTAL 990-PF PG 1 DEPR						121,561.		510.	6,415.	114,636.	86,379.		799.	23,187.
	CURRENT ACTIVITY														
	BEGINNING BALANCE						120,261.			5,765.	113,986.	86,379.			
	ACQUISITIONS						1,300.			650.	650.	0.			
	DISPOSITIONS						65,583.			1,732.	63,341.	63,341.			
	ENDING BALANCE						55,978.			4,683.	51,295.	23,038.			

528111
04-01-15

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	ENDING ACCUM DEPR LESS DISPOSITIONS											27,870.			
	ENDING BOOK VALUE											28,108.			

528111
04-01-15

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

A D Henderson Foundation, Inc.
Part II, Balance Sheet Investments
EIN: 23-7047045
9/30/2016

Attachment A

At Tax Cost

Investment Accounts	Cash	Gov't Obligations	Corp. Stocks	Corp. Bonds	Other Investments	Add'l Basis	Total	Attachments
State Street A/C 9371	8,166				4,430,731		4,438,897	B
Morgan Stanley A/C 116434	2,568,356	683,810	13,145,853	5,551,426	-		21,949,445	C
Fidelity A/C 735809	179,114		9,494,236		9,899,195		19,572,545	D
Add'l Basis from K-1 (Hedge Funds)						601,548	601,548	
Add'l Basis from K-1 (Partnerships)						34,260	34,260	
	2,755,636	683,810	22,640,089	5,551,426	14,329,926	635,808	46,596,695	

At FMV

Investment Accounts	Cash	Gov't Obligations	Corp Stocks	Corp. Bonds	Other Investments	Add'l Basis	Total	Attachments
State Street A/C 9371	8,166				5,515,976		5,524,142	B
Morgan Stanley A/C 116434	2,568,356	705,654	18,815,257	5,776,456	-		27,865,723	C
Fidelity A/C 735809	179,114		11,880,761		11,051,518		23,111,393	D
Add'l Basis from K-1 (Hedge Funds)						601,548	601,548	
Add'l Basis from K-1 (Partnerships)						34,260	34,260	
	2,755,636	705,654	30,696,018	5,776,456	16,567,494	635,808	57,137,066	

Attachment B

Williams Jones Investment Management

PORTFOLIO APPRAISAL

AD Henderson Foundation Inc. -Hedge Fund Account

STATE STREET 368189371

henderhedge

September 30, 2016

Quantity	Symbol	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
CASH & EQUIVALENTS										
	gvvxx	STATE STREET INSTL GOV'T MMKT		8,165 95		8,165 95	0 1	0 000	0 00	0 0
				8,165 95		8,165 95	0 1		0.00	0 0
HEDGE FUNDS										
EVENT DRIVEN (DISTRESSED)										
496 4946	wjal2	AURELIUS CAPITAL (WJA SER I-2)	1,136 95	564,489 52	1.981 23	983,669 32	17 8	0 000	0 00	0 0
88 5646	wja75q	FERNWOOD (WJA HF 7/5) Q	1,986 70	175,951 16	2,915 88	258,243 87	4 7	0 000	0 00	0 0
822 8444	wjai23	MATLINPATTERSON GLOBAL OPPORTUNITIES (WJA SER I-23)	1,002 62	825,000 00	1,014.20	834,524 81	15 1	0 000	0.00	0 0
				1,565,440 68		2,076,438 00	37 6		0 00	0 0
EVENT DRIVEN (MULTI-STRAT)										
685 8854	wjal14	BODLEIAN PARTNERS B (WJA SER I-14)	1,031 00	707,146 23	1,242 12	851,955 30	15 4	0 000	0 00	0 0
308 7810	wjal7	DAVIDSON KEMPNER (WJA SER I-7)	1,856 15	573,144 52	2,937 78	907,130 36	16 4	0 000	0 00	0 0
				1,280,290 75		1,759,085 66	31 8		0 00	0 0
FIXED INCOME ARBITRAGE										
792 1899	wjai22	RIMROCK CAPITAL (WJA SER I-22)	1,009 86	800,000.00	985 30	780,544 77	14 1	0.000	0 00	0 0
				800,000 00		780,544 77	14 1		0 00	0 0
MULTI-STRATEGY										
662 3888	wjal8	KSTONE ARV LP (WJA SER I-8)	1.185 10	785,000.00	1,358 58	899,907 60	16 3	0 000	0 00	0 0
				785,000 00		899,907 60	16.3		0 00	0 0
		HEDGE FUNDS Total		4,430,731 43		5,515,976 03	99 9		0 00	0 0
TOTAL PORTFOLIO				**4,438,897.38**		**5,524,141.98**	**100.0**		**0.00**	**0.0**

Attachment C

Williams Jones Investment Management

PORTFOLIO APPRAISAL

A.D. Henderson Foundation, Inc. - Adhinc

A. Douglas Henderson, Trustee

adhinc - Morgan Stanley 601-116434

September 30, 2016

Quantity	Security	Security Symbol	First Date Purchased	Unit Cost	Total Cost	Price	Market Value	% Assets	Est. Annual Income	% Yield
Cash & Equivalents										
CASH & EQUIVALENTS										
	BANK DEPOSIT PROGRAM MORGAN STANLEY	ZZBDPS			2,559,496.13		2,559,496 13	9 2	1,279 75	0 1
	DIVIDEND ACCRUAL	DIVACC			8,860.00		8,860 00	0.0	0 00	0 0
					2,568,356 13		2,568,356 13	9 2	1,279.75	0 0
	Cash & Equivalents Total				2,568,356 13		2,568,356 13	9 2	1,279 75	0 0
Fixed Income										
CORPORATE BONDS										
400,000	APPLE INC 2 850% Due 02-23-23	037833BU3	02-16-16	99 89	399,572 00	105 20	420,818 80	1 5	11,400 00	2 7
265,000	CITIGROUP INC 5 900% Due 12-29-99	172967GF2	12-06-12	100.00	265,000 00	103 38	273,943 75	1 0	15,635 00	5 7
135,000	CITIGROUP INC 5 900% Due 12-29-99	172967GF2	12-07-12	100 75	136,012 50	103 38	139,556 25	0 5	7,965 00	5 7
370,000	GENERAL ELECTRIC CO 5 000% Due 12-29-99	369604BQ5	06-08-12	83 23	307,958 69	106 50	394,050 00	1 4	18,500 00	4 7
355,000	GENERAL ELECTRIC CO 5 000% Due 12-29-99	369604BQ5	07-24-12	85.18	302,377 99	106 50	378,075 00	1 4	17,750 00	4 7
	Accrued Interest						14,694 58	0 1		
					1,410,921 18		1,621,138 38	5 8	71,250 00	4 4
FIXED INCOME FUNDS										
31,269 5430	LOOMIS SAYLES FDS I BD FD INSTL CL	LSBDX	07-22-14	15 99	500,000 00	14 04	439,024 38	1 6	14,033 77	3 2
51,798 6538	PIMCO FDS INCM FD P	PONPX	06-27-12	11 40	590,504 65	12 06	624,691 76	2 2	33,876 32	5 4
43,215 2118	PIMCO FDS INCM FD P	PONPX	07-13-12	11 57	500,000 00	12 06	521,175 45	1 9	28,262 75	5 4
89,847 2597	PIMCO MORTGAGE OPPORTUNITES FUND-P	PMZPX	10-09-15	11 13	1,000,000 00	11 17	1,003,593 89	3 6	31,199 46	3 1
140,271 4933	PIMCO MORTGAGE OPPORTUNITES FUND-P	PMZPX	12-28-15	11 05	1,550 000 00	11 17	1 566.832 58	5.6	48.709 28	3 1
					4,140,504 65		4,155,318 07	14 9	156,081 58	3 8
MUNICIPAL BONDS (mb)										
30,000	RHODE ISLAND HSG & MTG FIN COR 5 050% Due 10-01-28	76221RAU7	10-08-13	101 50	30,450 00	100 17	30,049 80	0 1	1,515 00	5 0
	Accrued Interest						753 29	0 0		
					30,450 00		30.803 09	0 1	1,515 00	5 0
MUNICIPAL BONDS (TAXABLE)										
200,000	NEW YORK ST MUN BD BK AGY RECO RECOVERY 5 736% Due 04-01-20	64988VET6	11-23-10	100 00	200,000 00	111.27	222,540 00	0 8	11,472 00	5 2

Attachment C

Williams Jones Investment Management

PORTFOLIO APPRAISAL

A.D. Henderson Foundation, Inc. - Adhinc

A. Douglas Henderson, Trustee

adhinc - Morgan Stanley 601-116434

September 30, 2016

Quantity	Security	Security Symbol	First Date Purchased	Unit Cost	Total Cost	Price	Market Value	% Assets	Est. Annual Income	% Yield
300,000	NEW YORK NY 4 589% Due 10-01-22	64966HMU1	09-27-12	113 34	340,020 00	109 37	328,110 00	1.2	13,767.00	4 2
100,000	NEW YORK NY 4.589% Due 10-01-22	64966HMU1	09-28-12	113 34	113,340 00	109 37	109,370 00	0 4	4,589 00	4 2
	Accrued Interest						14,831.14	0 1		
					653,360 00		674,851 14	2 4	29,828 00	4 5
	Fixed Income Total				6,235,235 83		6,482,110 69	23 3	258,674 58	4 0
Equities										
COMMON STOCK										
ENERGY										
4,900	EOG RES INC COM	EOG	02-15-12	57 74	282,934 82	96 71	473,879 00	1.7	3,283 00	0 7
2,000	EOG RES INC COM	EOG	03-06-12	56 02	112,039 00	96.71	193,420 00	0 7	1,340 00	0 7
1,000	EOG RES INC COM	EOG	03-08-12	57 04	57,037 00	96 71	96,710 00	0 3	670 00	0 7
2,000	EOG RES INC COM	EOG	07-17-12	47 32	94,640 00	96 71	193,420 00	0.7	1,340.00	0 7
					546,650 82		957,429 00	3 4	6,633 00	0 7
INDUSTRIALS										
5,000	DOVER CORP COM	DOV	04-28-10	43 59	217,934 65	73 64	368,200 00	1.3	8,800 00	2 4
3,000	DOVER CORP COM	DOV	12-18-13	76 71	230,133 45	73 64	220,920 00	0 8	5,280 00	2.4
5,100	FEDEX CORP COM	FDX	05-22-13	99.60	507,978 87	174 68	890,868 00	3.2	8,160 00	0 9
900	FEDEX CORP COM	FDX	11-06-15	160 65	144,587 52	174 68	157,212 00	0 6	1,440 00	0 9
					1,100,634 49		1,637,200 00	5 9	23,680 00	1 4
CONSUMER DISCRETIONARY										
3,000	COMCAST CORP NEW CL A	CMCSA	04-11-11	24 66	73,966 20	66 34	199,020 00	0 7	3,300 00	1 7
5,000	COMCAST CORP NEW CL A	CMCSA	05-26-11	24 94	124,688 00	66 34	331,700 00	1 2	5,500 00	1 7
5,000	COMCAST CORP NEW CL A	CMCSA	07-28-11	24 34	121,683 50	66 34	331,700 00	1 2	5,500 00	1 7
2,000	COMCAST CORP NEW CL A	CMCSA	03-08-12	29 72	59,431 00	66 34	132,680 00	0.5	2,200 00	1 7
10,500	NIKE INC CL B	NKE	04-05-12	27 58	289,599 45	52 65	552,825 00	2 0	7,560 00	1 4
4,000	NIKE INC CL B	NKE	07-17-12	23 18	92,727 00	52 65	210,600 00	0 8	2,880 00	1 4
4,000	NIKE INC CL B	NKE	11-16-12	22 94	91,760 30	52.65	210,600.00	0.8	2,880 00	1 4
620	PRICELINE GRP INC COM NEW	PCLN	08-24-16	1,414 70	877,111 09	1,471 49	912,323 80	3 3	0 00	0 0
6,200	TJX COS INC NEW COM	TJX	03-06-12	37 00	229,413 64	74 78	463,636 00	1 7	6,448 00	1 4
2,000	TJX COS INC NEW COM	TJX	03-08-12	37 45	74,898 00	74 78	149,560 00	0 5	2,080 00	1.4
600	TJX COS INC NEW COM	TJX	10-24-12	42 52	25,509 42	74 78	44,868 00	0 2	624 00	1 4
3,200	TJX COS INC NEW COM	TJX	11-06-15	73 23	234,323 84	74 78	239,296 00	0 9	3,328 00	1 4
1,000	TJX COS INC NEW COM	TJX	11-17-15	67 64	67,644 50	74 78	74.780 00	0 3	1,040 00	1 4
					2,362,755 94		3,853 588 80	13 8	43,340 00	1 1

Attachment-C

Williams Jones Investment Management

PORTFOLIO APPRAISAL

A.D. Henderson Foundation, Inc. - Adhinc

A. Douglas Henderson, Trustee

adhinc - Morgan Stanley 601-116434

September 30, 2016

Quantity	Security	Security Symbol	First Date Purchased	Unit Cost	Total Cost	Price	Market Value	% Assets	Est. Annual Income	% Yield
HEALTHCARE										
4,600	CELGENE CORP COM	CELG	11-26-13	82 15	377,898 74	104 53	480,838 00	1 7	0 00	0 0
2,000	CELGENE CORP COM	CELG	12-18-13	81 16	162,321 00	104 53	209,060 00	0.8	0 00	0 0
10,350	DENTSPLY SIRONA INC	XRAY	10-23-15	59 06	611,305 16	59 43	615,100 50	2 2	3,208 50	0 5
1,250	DENTSPLY SIRONA INC	XRAY	11-05-15	61 64	77,047 13	59 43	74,287 50	0 3	387 50	0 5
3,400	DENTSPLY SIRONA INC	XRAY	11-06-15	61 22	208,143 92	59 43	202,062 00	0.7	1,054 00	0 5
					1,436,715 95		1,581,348 00	5 7	4,650 00	0 3
FINANCIALS										
30,000	BLACKSTONE GROUP L P UNIT	BX	11-13-14	31 88	956,507.25	25.53	765,900 00	2 7	49,800.00	6.5
					956,507 25		765,900 00	2 7	49,800 00	6 5
INFORMATION TECHNOLOGY										
450	ALPHABET INC CAP STK CL A	GOOGL	09-10-13	444 79	200,154 61	804 06	361,827 00	1 3	0 00	0 0
450	ALPHABET INC CAP STK CL A	GOOGL	11-06-15	757 87	341,040 78	804 06	361,827 00	1 3	0 00	0 0
200	ALPHABET INC CAP STK CL A	GOOGL	12-02-15	785 34	157,068.50	804 06	160,812 00	0 6	0 00	0 0
100	ALPHABET INC CAP STK CL A	GOOGL	03-23-16	759 49	75,949 03	804 06	80,406 00	0 3	0.00	0 0
9,625	APPLE INC COM	AAPL	02-09-07	12 13	116,751 80	113 05	1,088,106 25	3 9	21,945 00	2 0
4,000	FACEBOOK INC CL A	FB	12-05-14	76 49	305,945 20	128 27	513,080 00	1 8	0 00	0 0
6,000	FACEBOOK INC CL A	FB	01-23-15	78 09	468,514 80	128 27	769,620 00	2 8	0 00	0 0
2,000	FACEBOOK INC CL A	FB	02-13-15	75 84	151,680 60	128 27	256,540 00	0 9	0 00	0 0
10,000	MICROSOFT CORP COM	MSFT	04-14-16	55 48	554,806 00	57 60	576,000 00	2 1	15,600 00	2 7
4,500	MICROSOFT CORP COM	MSFT	07-26-16	56 94	256,237 20	57 60	259,200 00	0 9	7,020 00	2 7
3,000	NXP SEMICONDUCTORS N V COM	NXPI	09-05-14	70 21	210,630 60	102 01	306,030 00	1 1	0 00	0 0
5,000	NXP SEMICONDUCTORS N V COM	NXPI	10-10-14	57 60	287,988 00	102 01	510,050 00	1 8	0 00	0 0
2,000	NXP SEMICONDUCTORS N V COM	NXPI	10-21-14	64 14	128,279 60	102 01	204,020 00	0 7	0 00	0 0
2,000	NXP SEMICONDUCTORS N V COM	NXPI	11-06-15	80 34	160,675 60	102 01	204,020.00	0 7	0 00	0 0
10,000	VISA INC COM CL A	V	12-10-15	78 51	785,075 00	82 70	827,000 00	3 0	6,600 00	0 8
2,000	VISA INC COM CL A	V	03-17-16	73 39	146,789 00	82 70	165,400 00	0 6	1,320 00	0 8
1,000	VISA INC COM CL A	V	03-21-16	73 44	73,441 60	82 70	82,700 00	0 3	660.00	0 8
					4,421,027 92		6,726,638 25	24 1	53,145 00	0 8
REAL ESTATE										
4,250	AMERICAN TOWER CORP NEW COM	AMT	10-19-05	23 16	98,420 65	113 33	481,652 50	1 7	9,860 00	2 0
8,000	CROWN CASTLE INTL CORP	CCI	06-01-09	24 64	197,132 00	94 21	753,680 00	2 7	30,400 00	4 0
					295,552 65		1,235,332 50	4 4	40,260 00	3 3
DOMESTIC FUNDS										
12,000	VANGUARD HIGH DIV YLD ETF	VYM	03-23-16	68 47	821,630 40	72 14	865,680 00	3 1	25,656 00	3 0

Attachment - C

Williams Jones Investment Management

PORTFOLIO APPRAISAL

A.D. Henderson Foundation, Inc. - Adhinc

A. Douglas Henderson, Trustee

adhinc - Morgan Stanley 601-116434

September 30, 2016

Quantity	Security	Security Symbol	First Date Purchased	Unit Cost	Total Cost	Price	Market Value	% Assets	Est. Annual Income	% Yield
6,000	VANGUARD INDEX FDS S&P 500 ETF SH	VOO	08-12-16	200.73	1,204,377 60	198 69	1,192,140 00	4.3	23,604 00	2 0
					2,026,008 00		2,057,820 00	7 4	49,260 00	2 4
	COMMON STOCK Total				13,145,853 02		18,815,256.55	67 5	270,768.00	1 4
	Equities Total				13,145,853 02		18,815,256 55	67 5	270,768 00	1 4
TOTAL PORTFOLIO					21,949,444.98		27,865,723.37	100.0	530,722.32	1.9

Attachment D

Account # 649-735809
CORPORATION

Holdings

Core Account

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
CASH	179,113 980	$1 0000	$179,113 98	not applicable	not applicable	-	-
Total Core Account (1% of account holdings)			**$179,113.98**			-	

Mutual Funds

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Stock Funds							
BRIDGEWAY ULTRA SMALL CO MARKET (BRSIX)	158,009 587	$14 3600	$2,269,017 66	$2,261,900 50	$7,117 16	$20,177.82	0.890%
DIMENSIONAL EMERGING MKTS VAL PRTF INSTL (DFEVX)	48,711 398	24.3100	1,184,174 08	1,324,954 62	-140,780 54	31,986.83	2.700
DFA INTERNATIONAL SMALL COMPANY PORT (DFISX)	32,124 034	18 2600	586,584 86	495,399 61	91,185 25	16,531 67	2 820
DFA US LARGE CAP VALUE PRTF INSTL (DFLVX)	26,688 686	33 2000	886,064 37	611,813 49	274,250 88	18,588.40	2 100
DFA INTERNATIONAL VALUE PRTF INSTL (DFIVX)	19,516 367	16 1000	314,213 50	305,909 33	8,304 17	10,567.72	3.360
VANGUARD INSTL INDEX INSTL CLASS (VINIX)	33,521 994	198 1000	6,640,707 01	4,494,258 38	2,146,448 63	136,736.21	2.060
Total Stock Funds (51% of account holdings)			$11,880,761 48	$9,494,235 93	$2,386,525 55	$234,588.65	
Bond Funds							
PIMCO COMMODITIES PLUS STRATEGY INSTL (PCLIX)	118,576 419	$6 0900	$722,130 39	$1,054,270.96	-$332,140 57	-	-
RIDGEWORTH FLOATING RATE INCOME FD I (SAMBX)	60,684 688	8.6500	524,922.55	542,570 05	-17,647 50	24,793.46	4 720
VANGUARD TOTAL BOND MARKET INDEX ADMIRAL (VBTLX)	189,665.405	11 0700	2,099,596 03	2,106,722.52	-7,126 49	50,880 41	2.420
VANGUARD INFLATION PROCTED SEC ADM CL (VAIPX)	11 986.051	27 0900	324,702 12	349,524 92	-24,822 80	-	-
VANGUARD SHORT TERM INVMT GRADE ADMIRAL (VFSUX)	31,261 069	10.7800	336,994 32	335,414 42	1,579.90	7,193 58	2 130
Total Bond Funds (17% of account holdings)			$4,008,345 41	$4,388,502 87	-$380,157 46	$82,867 45	

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Attachment D

Account # 649-735809
CORPORATION

Holdings

Mutual Funds *(continued)*

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est. Yield (EY)
Total Mutual Funds (69% of account holdings)			**$15,889,106.89**	**$13,882,738.80**	**$2,006,368.09**	**$317,456.10**	

Exchange Traded Products

Includes exchange-traded funds (ETFs), exchange-traded notes (ETNs) and other exchange-traded vehicles

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
Equity ETPs					
ISHARES CORE S&P MID-CAP ETF(IJH)	11,400.000	$154 7100	$1,763,694 00	$1,106,651 58	$657,042 42
ISHARES CORE S&P SMALL-CAP ETF(IJR)	19,000 000	124 1500	2,358,850.00	1,404,233 00	954,617 00
ISHARES TRUST CORE MSCI EAFE ETF (IEFA)	23,000 000	55 1400	1,268,220 00	1,392,650 00	-124,430.00
ISHARES INC CORE MSCI EMERGING MKTS ETF (IEMG)	11,800.000	45.6100	538,198 00	578,891 13	-40,693 13
Total Equity ETPs (26% of account holdings)			5 928,962 00	4,482,425.71	1,446,536.29
Fixed Income ETPs					
ISHARES TRUST FLOATING RATE BD ETF (FLOT)	6,200.000	$50 7500	$314,650.00	$314,335.04	$314 96
M **VANGUARD MALVERN FDS SHORT-TERM INFLATION** PROTECTED SECS INDEX FD ETF SHS (VTIP)	6,300 000	49.6500	312,795 00	316,270 33	-3,475 33
Total Fixed Income ETPs (3% of account holdings)			627,445 00	630,605.37	-3,160 37
Other ETPs					
SPDR INDEX SHS FDS DJ WILSHIRE INTL REAL ESTATE ETF (RWX)	3,700.000	$41 7100	$154,327 00	$148,998 19	$5,328 81
SPDR SER TR DJ WILSHIRE REIT ETF(RWR)	3,000 000	97.3700	292,110 00	212,881 60	79,228 40
M **SPDR INDEX SHS FDS DJ WILSHIRE INTL** REAL ESTATE ETF (RWX)	500 000	41 7100	20,855 00	21,122 95	-267 95
M **SPDR SER TR DJ WILSHIRE REIT ETF**(RWR)	200 000	97 3700	19,474.00	14,657 99	4,816 01
Total Other ETPs (2% of account holdings)			486,766 00	397,660 73	89,105 27

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Attachment 3

Holdings

Exchange Traded Products (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	
Total Exchange Traded Products (30% of account holdings)			**$7,043,173.00**	**$5,510,691.81**	**$1,532,481.19**	
Total Holdings			**$23,111,393.87**	**$19,393,430.61**	**$3,538,849.28**	**$317,456.10**

All remaining positions held in cash account

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

EAI & EY *__Estimated Annual Income (EAI) & Estimated Yield (EY)__- EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be higher or lower EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security. __For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.__*

M *Position held in margin account*

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