

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2011

Report Required by the Ethics
in Government Act of 1978
(5 U.S.C. app. §§ 101-111)

1. Person Reporting (last name, first, middle initial) Henderson, Karen L.	2. Court or Organization US Circuit Court of Appeals, District of Columbia Circuit	3. Date of Report 05/15/2012
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) Circuit Court Judge - Active	5a. Report Type (check appropriate type) ☐ Nomination ☐ Date ☐ Initial ☒ Annual ☐ Final 5b. ☐ Amended Report	6. Reporting Period 01/01/2011 to 12/31/2011
7. Chambers or Office Address US Courthouse, Room 3118 333 Constitution Avenue, NW Washington, DC 20001		
IMPORTANT NOTES: The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Insert signature on last page.		

I. POSITIONS. (Reporting individual only; see pp. 9-13 of filing instructions.)

☒ **NONE** (No reportable positions.)

POSITION

NAME OF ORGANIZATION/ENTITY

1.		
2.		
3.		
4.		
5.		

II. AGREEMENTS. (Reporting individual only; see pp. 14-16 of filing instructions.)

☒ **NONE** (No reportable agreements.)

DATE

PARTIES AND TERMS

1.	
2.	
3.	

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III. NON-INVESTMENT INCOME. *(Reporting individual and spouse; see pp. 17-24 of filing instructions.)***A. Filer's Non-Investment Income**NONE *(No reportable non-investment income.)*DATESOURCE AND TYPEINCOME

(yours, not spouse's)

1. _____

2. _____

3. _____

4. _____

B. Spouse's Non-Investment Income - *If you were married during any portion of the reporting year, complete this section.**(Dollar amount not required except for honoraria.)*NONE *(No reportable non-investment income.)*DATESOURCE AND TYPE

1. _____

2. _____

3. _____

4. _____

IV. REIMBURSEMENTS *— transportation, lodging, food, entertainment.**(Includes those to spouse and dependent children; see pp. 25-27 of filing instructions.)*NONE *(No reportable reimbursements.)*SOURCEDATESLOCATIONPURPOSEITEMS PAID OR PROVIDED

1. _____

2. _____

3. _____

4. _____

5. _____

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V. GIFTS. *(Includes those to spouse and dependent children; see pp. 28-31 of filing instructions.)*NONE *(No reportable gifts.)*SOURCEDESCRIPTIONVALUE

1.

2.

3.

4.

5.

VI. LIABILITIES. *(Includes those of spouse and dependent children; see pp. 32-33 of filing instructions.)*NONE *(No reportable liabilities.)*CREDITORDESCRIPTIONVALUE CODE

1.

2.

3.

4.

5.

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VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
1. Wachovia Bank Account	A	Interest	J	T					
2. Suntrust Bank Checking Account	A	Interest	K	T					
3. Suntrust Bank Investment Account Contains:									
4. **Suntrust Cash Account	A	Dividend	M	T					
5. Allis Chalmers Energy Inc.: Common		None	J	W					
6. Citigroup Account Contains:									
7. **Smith Barney Cash Accounts	A	Interest	K	T					
8. **AT&T Inc.: Common	B	Dividend	K	T					
9. **Alcatel-Lucent: Common		None	J	T					
10. **NCR Corp: Common		None	J	T					
11. **Teradata Corp: Common		None	J	T					
12. **LSI Corporation: Common		None	J	T					
13. **International Business Machines: Common	A	Dividend	J	T					
14. IRA CD: Wachovia Bank	A	Interest	J	T					
15. IRA: Citigroup Contains:									
16. **AT&T Inc.: Common	C	Dividend	L	T					
17. **Citigroup Inc.: Common	A	Dividend	J	T					

1. Income Gain Codes: (See Columns B1 and D4)	A –\$1,000 or less F –\$50,001 - \$100,000	B –\$1,001 - \$2,500 G –\$100,001 - \$1,000,000	C –\$2,501 - \$5,000 H1 –\$1,000,001 - \$5,000,000	D –\$5,001 - \$15,000 H2 –More than \$5,000,000	E –\$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J –\$15,000 or less N –\$250,001 - \$500,000 P3 –\$25,000,001 - \$50,000,000	K –\$15,001 - \$50,000 O –\$500,001 - \$1,000,000	L –\$50,001 - \$100,000 P1 –\$1,000,001 - \$5,000,000 P4 –More than \$5,000,000	M –\$100,001 - \$250,000 P2 –\$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q –Appraisal U –Book Value	R –Cost (Real Estate Only) V –Other	S –Assessment W –Estimated	T –Cash Market	

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18. **Alcatel-Lucent: Common		None	J	T					
19. **Intl Business Machines Corp.: Common	B	Dividend	L	T					
20. **NCR Corp.: Common		None	J	T					
21. **Teradata Corp: Common		None	J	T					
22. **Citigroup Cash Accounts	A	Interest	L	T					
23. **LSI Corporation: Common		None	J	T					
24. **Traveler's Companies: Common	A	Dividend	J	T					
25. Merrill Lynch Account Contains:									
26. **Federal Signal Corp.: Common	A	Dividend			Distributed (part)	08/31/11	K		
27.					Sold	09/20/11	J		
28. **Schlumberger Ltd: Common	C	Dividend			Distributed (part)	09/06/11	N		
29.					Sold	10/24/11	J		
30. **Arizona Sch Facs BRD 5.0%	A	Interest			Redeemed	07/01/11	K		
31. **Georgia State 5.0%	A	Interest			Redeemed	07/01/11	J		
32. **Georgia State 5.0%	A	Interest			Redeemed	07/01/11	J		
33. **Charlotte NC CTFS 4.0%	C	Interest	M	T					
34. **New Jersey Econ Dev 5.0%	B	Interest	L	T					

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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35. **New Jersey Econ Dev 5.0%	B	Interest	L	T					
36. **Laurens Co SC Wtrswr 3.4%	A	Interest	K	T					
37. **Beaufort Cnty SC OID 2.875%	A	Interest			Redeemed	02/01/11	L	A	
38. **South Carolina St Hwy 5.0%	B	Interest			Redeemed	08/01/11	K		
39. **South Carolina St Hwy 5.0%	B	Interest			Redeemed	08/01/11	K		
40. **South Carolina Transn Infra Ser 5.1%	C	Interest			Redeemed	10/03/11	L		
41. **Halliburton Co.: Common	A	Dividend			Distributed	09/07/11	K		
42. **Transocean Inc.: Common	B	Dividend			Distributed (part)	09/01/11	L		
43.					Sold	09/20/11	J		
44. **Merrill Lynch Cash Accounts	A	Interest	J	T					
45. **Delhaize Group Spons Adr: Common	A	Dividend			Distributed	08/31/11	J		
46. **El Paso Corporation: Common	A	Dividend			Distributed	09/07/11	K		
47. **Valhi Inc.: Common	A	Dividend			Distributed	08/31/11	J		
48. **Titanium Metals Corp.	A	Dividend			Distributed	08/31/11	J		
49. **DirecTV Group Inc.: Common		None			Distributed	08/31/11	J		
50. **News Corp Ltd: Common	A	Dividend			Distributed	08/31/11	J		
51. **Allstate Corp: Common	A	Dividend			Distributed	09/06/11	J		

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52. **Morgan Stanley: Common	A	Dividend			Distributed	09/01/11	J		
53. **Discover Financial Services: Common	A	Dividend			Distributed	09/01/11	J		
54. **Chevron Corp: Common	C	Dividend			Distributed	09/01/11	M		
55. **Marathon Oil Corp: Common	B	Dividend			Distributed	08/31/11	L		
56. **Marathon Petroleum: Common	A	Dividend			Spinoff (from line 55)	06/30/11	K		
57.					Distributed	09/02/11	K		
58.					Sold (part)	07/15/11	J	A	
59. **Royal Dutch Shell PLC	E	Dividend			Distributed	09/01/11	O		
60.					Sold (part)	04/01/11	J	A	
61. Merrill Lynch IRA Contains:									
62. **AT&T, Inc.: Common	A	Dividend	K	T					
63. **Alcatel-Lucent: Common		None	J	T					
64. **LSI Corporation: Common		None	J	T					
65. **Marathon Oil Corp: Common	C	Dividend	L	T					
66. **Marathon Petroleum: Common	A	Dividend	L	T	Spinoff (from line 65)	06/30/11	L		
67. **Merrill Lynch Cash Accounts	A	Interest	J	T					
68. Wells Fargo Rollover IRA Contains:									

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69. **Wells Fargo PT Money Market Fund	A	Interest	J	T					
70. **United States Treasury Bills Due 06/30/2011	B	Interest			Redeemed	06/30/11	P1		
71. **United States Treasury Bills Due 01/05/2012		None	P1	T	Buy	07/07/11	P1		
72. Stanley Black & Decker Corp.: Common	B	Dividend	K	T					
73. Bank America Corp.: Common	B	Dividend	M	T					
74. The Boeing Co.: Common	D	Dividend	N	T					
75. Campbell Soup Co.: Common	D	Dividend	M	T					
76. Colgate-Palmolive Co.: Common	E	Dividend	O	T					
77. Genereal Electric Co.: Common	E	Dividend	O	T					
78. The Goodyear Tire & Rubber Co.:Common		None	K	T					
79. IBM Corp.: Common	C	Dividend	N	T					
80. Exxon-Mobil Corp.: Common	D	Dividend	O	T					
81. El Paso Energy: Common	A	Dividend	M	T	Buy (add'l)	09/07/11	K		
82. Pfizer Co.: Common	D	Dividend	M	T					
83. Solutia Inc.: Common		None			Sold	05/10/11	J		
84. Marathon Group: Common	C	Dividend	M	T	Buy (add'l)	08/31/11	L		
85. Marathon Petroleum: Common	B	Dividend	M	T	Spinoff (from line 84)	06/30/11	K		

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86. Monsanto: Common	C	Dividend	L	T					
87. Chevron Corporation: Common	D	Dividend	N	T	Buy (add'l)	09/01/11	M		
88. Weyerhaeuser Co.: Common		None	L	T					
89. US Steel Group: Common	A	Dividend	J	T					
90. Allstate: Common	A	Dividend	K	T	Buy	09/06/11	J		
91. Delhaize Group Spons: Common		None	J	T	Buy	08/31/11	J		
92. DirecTV Group, Inc.: Common		None	J	T	Buy	08/31/11	J		
93. Discover Financial Services: Common	A	Dividend	J	T	Buy	09/01/11	J		
94. Federal Signal Corp: Common		None	K	T	Buy	08/31/11	K		
95. Halliburton Co.: Common	A	Dividend	K	T	Buy	09/07/11	K		
96. Morgan Stanley: Common	A	Dividend	J	T	Buy	09/01/11	J		
97. News Corp Ltd.: Common	A	Dividend	J	T	Buy	08/31/11	J		
98. Royal Dutch Shell: Common	D	Dividend	P1	T	Buy	09/01/11	O		
99. Schlumberger Ltd.: Common		None	N	T	Buy	09/06/11	N		
100. Titanium Metals Corp: Common	A	Dividend	J	T	Buy	08/31/11	J		
101. Transocean Inc.: Common	A	Dividend	K	T	Buy	09/01/11	L		
102. Valhi Inc.: Common	A	Dividend	J	T	Buy	08/31/11	J		

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103. Springtree Associates Partnership: 1% Interest	A	Rent	J	W					
104. Wachovia Bank Accounts:	A	Interest	M	T					
105. First Citizens Bank Account	A	Interest	M	T					
106. NBSC Money Market Account	A	Interest	L	T					
107. BB&T Money Market Account	A	Interest	M	T	Open	10/15/11	M		
108. CD: TD Bank	B	Interest	L	T					
109. CD: NBSC	A	Interest			Redeemed	10/23/11	K		
110. CD: South Carolina Bank & Trust	A	Interest	K	T					
111. CD: First Citizens Bank	A	Interest	L	T					
112. CD: BB&T	A	Interest			Redeemed	10/15/11	L		
113. Minnesota Mutual Life Insurance Policy	B	Dividend	L	T					
114. John Hancock Life Insurance Policy	A	Dividend	J	T					
115. Merrill Lynch SEP Contains:									
116. **Merrill Lynch SEP Cash Accounts	A	Dividend	J	T					
117. **Chevron Corp: Common	D	Dividend	M	T					
118. **American Growth Fund of America		None	K	T					
119. **American Euro Pacific Growth Fund	A	Dividend	K	T					

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	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
120. **Thornburg International Value Fund	A	Dividend	L	T					
121. Wells Fargo Bank Trust Contains:									
122. **Artio Intl Equity Fund		None			Buy (add'l)	02/07/11	J		
123.					Buy (add'l)	05/24/11	J		
124.					Sold (part)	08/25/11	J	A	
125.					Sold	10/21/11	J	A	
126. **Dodge & Cox International Stock Fund	A	Dividend	J	T	Buy (add'l)	10/25/11	J		
127. **Wells Fargo Advanced Intrinsic Value Fund		None			Sold (part)	02/03/11	J	A	
128.					Sold	05/24/11	J	C	
129. **Golden Large Core Value Fund	A	Dividend			Sold (part)	02/03/11	J	A	
130.					Sold (part)	05/24/11	J	A	
131.					Sold (part)	08/25/11	J	B	
132.					Sold	10/21/11	J	B	
133. **Goldman Sachs Growth Opportunity Fund	A	Dividend	J	T	Sold (part)	02/03/11	J	A	
134.					Sold (part)	05/24/11	J	A	
135.					Sold (part)	08/25/11	J	A	
136.					Sold (part)	10/21/11	J	A	

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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Henderson, Karen L.

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
137. **Goldman Sachs Large Cap Value Fund		None			Sold (part)	02/03/11	J	A	
138.					Sold (part)	05/24/11	J	A	
139.					Sold (part)	08/25/11	J	A	
140.					Sold	10/21/11	J	A	
141. **ING International Real Estate Unit	A	Dividend			Sold	05/24/11	J	B	
142. **SSGA Emerging Markets Fund		None			Sold (part)	02/03/11	J	A	
143.					Sold	05/24/11	J	C	
144. **Wells Fargo Advantage Endeavor Select Fund		None			Sold (part)	02/03/11	J	A	
145.					Sold (part)	05/24/11	J	C	
146.					Sold	08/25/11	J	B	
147. **Nuveen Limited Term Muni Fund	A	Dividend			Buy (add'l)	02/07/11	J		
148.					Sold (part)	05/24/11	J	A	
149.					Sold (part)	08/25/11	J	A	
150.					Sold	10/21/11	J	A	
151. **Vanguard Intermediate-Term Tax-Exempt Fund	A	Dividend			Buy (add'l)	02/07/11	J		
152.					Buy (add'l)	05/24/11	J		
153.					Sold (part)	08/25/11	J	A	

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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Henderson, Karen L.

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
154.					Sold	10/21/11	J	A	
155. **Pimco Commodity Real Return Strategy Fund	B	Dividend			Buy (add'l)	05/24/11	J		
156.					Sold (part)	08/25/11	J		
157.					Sold	10/21/11	J	A	
158. **Wells Fargo Advantage International Bond Fund	A	Dividend			Buy (add'l)	02/07/11	J		
159.					Sold (part)	08/25/11	J	A	
160.					Sold	10/21/11	J	A	
161. **Nuveen Funds High Yield Muni Fund	A	Dividend			Buy (add'l)	02/07/11	J		
162.					Sold (part)	08/25/11	J		
163.					Sold	10/21/11	J	A	
164. **Pimco Emerging Markets Bond Fund	A	Dividend			Buy (add'l)	02/07/11	J		
165.					Sold	08/25/11	J	A	
166. **Pimco Foreign Bond Fund	A	Dividend	J	T	Buy (add'l)	02/07/11	J		
167.					Buy (add'l)	05/24/11	J		
168.					Buy (add'l)	08/29/11	J		
169.					Buy (add'l)	10/21/11	J		
170. **Wells Fargo Advanced Intermediate Tax Free Fund	A	Dividend			Buy (add'l)	02/07/11	J		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
3. Value Method Codes (See Column C2)					

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
171.					Sold (part)	05/24/11	J	B	
172.					Sold (part)	08/29/11	J	A	
173.					Sold	10/21/11	J	B	
174. **Dreyfus Tax Exempt Cash Management Fund	A	Interest	J	T					
175. **Dreyfus Emerging Markets Debt Fund	A	Dividend	J	T	Buy (add'l)	02/07/11	J		
176.					Buy (add'l)	08/29/11	J		
177.					Buy (add'l)	10/21/11	J		
178.					Sold (part)	12/22/11	J		
179. **JP Morgan Mid Cap Value Fund	A	Dividend	J	T	Sold (part)	02/03/11	J	A	
180.					Sold (part)	05/24/11	J	A	
181.					Sold (part)	08/25/11	J		
182. **Keeley Small Cap Value Fund		None			Sold (part)	02/03/11	J	A	
183.					Sold (part)	05/24/11	J	A	
184.					Sold (part)	08/25/11	J		
185.					Sold (part)	10/21/11	J		
186.					Sold	12/22/11	J		
187. **Vanguard Emerging Markets ETF Fund		None			Sold	02/03/11	J	A	

1. Income Gain Codes: (See Columns B1 and D4)	A ~\$1,000 or less F ~\$50,001 - \$100,000	B ~\$1,001 - \$2,500 G ~\$100,001 - \$1,000,000	C ~\$2,501 - \$5,000 H1 ~\$1,000,001 - \$5,000,000	D ~\$5,001 - \$15,000 H2 ~More than \$5,000,000	E ~\$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J ~\$15,000 or less N ~\$250,001 - \$500,000 P3 ~\$25,000,001 - \$50,000,000	K ~\$15,001 - \$50,000 O ~\$500,001 - \$1,000,000	L ~\$50,001 - \$100,000 P1 ~\$1,000,001 - \$5,000,000 P4 ~More than \$5,000,000	M ~\$100,001 - \$250,000 P2 ~\$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
188. **Vanguard REIT Viper Fund	A	Dividend	J	T	Sold (part)	02/07/11	J	A	
189.					Sold (part)	08/25/11	J	A	
190. **TCW Small Cap Growth Fund		None			Sold (part)	02/03/11	J	A	
191.					Sold (part)	05/24/11	J	A	
192.					Sold (part)	08/25/11	J		
193.					Sold (part)	10/21/11	J		
194.					Sold	12/27/11	J		
195. **Vanguard MSCI Emerging Market Fund	A	Dividend			Buy	08/29/11	J		
196.					Sold	12/27/11	J		
197. **Goldman Sachs TR GS Duration Fund	A	Dividend	J	T	Buy	05/24/11	K		
198.					Sold (part)	08/25/11	J	A	
199.					Sold (part)	10/21/11	J	A	
200. **Harbor Capital Appreciation Fund	A	Dividend	J	T	Buy	05/24/11	J		
201.					Buy (add'l)	08/29/11	J		
202.					Sold (part)	10/21/11	J		
203. **MFS Value Fund	A	Dividend	J	T	Buy	05/24/11	J		
204.					Buy (add'l)	08/29/11	J		

1. Income Gain Codes:	A = \$1,000 or less	B = \$1,001 - \$2,500	C = \$2,501 - \$5,000	D = \$5,001 - \$15,000	E = \$15,001 - \$50,000
(See Columns B1 and D4)	F = \$50,001 - \$100,000	G = \$100,001 - \$1,000,000	H1 = \$1,000,001 - \$5,000,000	H2 = More than \$5,000,000	
2. Value Codes	J = \$15,000 or less	K = \$15,001 - \$50,000	L = \$50,001 - \$100,000	M = \$100,001 - \$250,000	
(See Columns C1 and D3)	N = \$250,001 - \$500,000	O = \$500,001 - \$1,000,000	P1 = \$1,000,001 - \$5,000,000	P2 = \$5,000,001 - \$25,000,000	
	P3 = \$25,000,001 - \$50,000,000		P4 = More than \$50,000,000		
3. Value Method Codes	Q = Appraisal	R = Cost (Real Estate Only)	S = Assessment	T = Cash Market	
(See Column C2)	U = Book Value	V = Other	W = Estimated		

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VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
205.					Sold (part)	10/21/11	J		
206.					Sold (part)	12/21/11	J		
207. **Oppenheimer Developing Market	A	Dividend			Buy	05/24/11	J		
208.					Buy (add'l)	08/29/11	J		
209.					Sold	12/22/11	J		
210. **SPDR DJ Wilshire International Fund	A	Dividend	J	T	Buy	05/26/11	J		
211.					Buy (add'l)	08/29/11	J		
212.					Buy (add'l)	10/25/11	J		
213.					Sold (part)	12/22/11	J		
214. **Artisan International Fund	A	Dividend	J	T	Buy	08/29/11	J		
215. **Credit Suisse Commodity Return	A	Dividend	J	T	Buy	08/29/11	J		
216.					Buy (add'l)	10/21/11	J		
217.					Sold (part)	12/22/11	J		
218. **Fidelity Advisor Intermediate Muni Fund	A	Dividend			Buy	08/29/11	J		
219.					Sold	10/21/11	J		
220. **Ishares S&P 500 Index Fund	A	Dividend	J	T	Buy	08/29/11	J		
221.					Buy (add'l)	10/21/11	J		

1. Income Gain Codes:	A = \$1,000 or less	B = \$1,001 - \$2,500	C = \$2,501 - \$5,000	D = \$5,001 - \$15,000	E = \$15,001 - \$50,000
(See Columns B1 and D4)	F = \$50,001 - \$100,000	G = \$100,001 - \$1,000,000	H1 = \$1,000,001 - \$5,000,000	H2 = More than \$5,000,000	
2. Value Codes	J = \$15,000 or less	K = \$15,001 - \$50,000	L = \$50,001 - \$100,000	M = \$100,001 - \$250,000	
(See Columns C1 and D3)	N = \$250,001 - \$500,000	O = \$500,001 - \$1,000,000	P1 = \$1,000,001 - \$5,000,000	P2 = \$5,000,001 - \$25,000,000	
	P3 = \$25,000,001 - \$50,000,000		P4 = More than \$50,000,000		
3. Value Method Codes	Q = Appraisal	R = Cost (Real Estate Only)	S = Assessment	T = Cash Market	
(See Column C2)	U = Book Value	V = Other	W = Estimated		

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VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
222. **Nuveen Intermediate Duration Bond Fund	A	Dividend	J	T	Buy	08/29/11	J		
223.					Buy (add'l)	10/21/11	J		
224.					Sold (part)	12/22/11	J		
225. **Ridgeworth SEIX HY Fund	A	Dividend	J	T	Buy	08/29/11	J		
226.					Buy (add'l)	10/21/11	J		
227. **American Century Tax Free Bond Fund	A	Dividend	K	T	Buy	10/21/11	K		
228. **Diamond Hill Long-Short Fund	A	Dividend	J	T	Buy	10/21/11	J		
229. **Hussman Strategic Growth Fund		None	J	T	Buy	10/21/11	J		
230. **Laudus Mondrian International Fixed Income Fund	A	Dividend	J	T	Buy	10/21/11	J		
231. **Mainstay Epoch US Equity Fund	A	Dividend	J	T	Buy	10/21/11	J		
232. **Merger Fund SH Ben int		None	J	T	Buy	10/21/11	J		
233. **Cohen & Steers International Realty Fund		None	J	T	Buy	12/27/11	J		
234. **Eaton Vance Structured Emerging Market Fund	A	Dividend	J	T	Buy	12/27/11	J		
235. **Ipath Dow Jones -UBS Commodity Fund		None	J	T	Buy	12/27/11	J		
236. **Ishares Barclays Intermediate Govement Fund		None	J	T	Buy	12/27/11	J		
237. **Ishares Russell 2000 Fund	A	Dividend	J	T	Buy	12/27/11	J		
238. **Ishares TR Russell 1000 Index	A	Dividend	J	T	Buy	12/27/11	J		

1. Income Gain Codes:	A = \$1,000 or less	B = \$1,001 - \$2,500	C = \$2,501 - \$5,000	D = \$5,001 - \$15,000	E = \$15,001 - \$50,000
(See Columns B1 and D4)	F = \$50,001 - \$100,000	G = \$100,001 - \$1,000,000	H1 = \$1,000,001 - \$5,000,000	H2 = More than \$5,000,000	
2. Value Codes	J = \$15,000 or less	K = \$15,001 - \$50,000	L = \$50,001 - \$100,000	M = \$100,001 - \$250,000	
(See Columns C1 and D3)	N = \$250,001 - \$500,000	O = \$500,001 - \$1,000,000	P1 = \$1,000,001 - \$5,000,000	P2 = \$5,000,001 - \$25,000,000	
	P3 = \$25,000,001 - \$50,000,000		P4 = More than \$50,000,000		
3. Value Method Codes	Q = Appraisal	R = Cost (Real Estate Only)	S = Assessment	T = Cash Market	
(See Column C2)	U = Book Value	V = Other	W = Estimated		

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Name of Person Reporting

Henderson, Karen L.

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

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A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)

239. ** SPDR Dow Jones REIT Fund		None	J	T	Buy	12/27/11	J		
240. Wells Fargo Brokerage Account Contains:									
241. **US Treasury Bill Due 09/15/11	B	Interest			Buy	03/14/11	P1		
242.					Redeemed	09/15/11	P1		
243. **US Treasury Bill Due 03/15/12		None	P1	T	Buy	09/15/11	P1		
244. **US Treasury Bill Due 03/17/11	B	Interest			Redeemed	03/17/11	P1		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS. *(Indicate part of report.)*

Part VII, Line 25: Stock transferred out of Merrill Lynch account on 08/31/11 and transferred to company's direct ownership.

Part VII, Line 27: Stock transferred out of Merrill Lynch account on 09/06/11 and transferred to company's direct ownership.

Part VII, Line 40: Stock transferred out of Merrill Lynch account on 09/07/11 and transferred to company's direct ownership.

Part VII, Line 41: Stock transferred out of Merrill Lynch account on 09/01/11 and transferred to company's direct ownership.

Part VII, Lines 44 -54: Stocks transferred out of Merrill Lynch account and transferred to company's direct ownership.

Part VII, Line 55: As of June 30, 2011 each Marathon Oil stockholder received one share of Marathon Petroleum stock for every two shares of Marathon Oil stock owned.

Part VII, Line 56: Stock transferred out of Merrill Lynch account and transferred to company's direct ownership.

Part VII, Line 58: Stock transferred out of Merrill Lynch account and transferred to company's direct ownership.

Part VII, Line 65: As of June 30, 2011, each Marathon Oil stockholder received one share of Marathon Petroleum stock for every two shares of Marathon Oil stock owned.

Part VII, Line 80: Stock transferred out of Merrill Lynch account and added to additional shares already owned by company's direct ownership.

Part VII, Line 83: Stock transferred out of Merrill Lynch account and added to additional shares already owned by company's direct ownership.

Part VII, Line 84: As of June 30, 2011, each Marathon Oil stockholder received one share of Marathon Petroleum stock for every two shares of Marathon Oil stock owned.

Part VII, Line 86: Stock transferred out of Merrill Lynch account and added to additional shares already owned by company's direct ownership.

Part VII, Lines 89 - 101: Stocks transferred out of Merrill Lynch account and transferred to company's direct ownership.

Part VII, Line 107: As of June 16, 2011, Carolina First Bank became known as TD Bank.

FINANCIAL DISCLOSURE REPORT

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Name of Person Reporting

Henderson, Karen L.

Date of Report

05/15/2012

IX. CERTIFICATION.

I certify that all information given above (including information pertaining to my spouse and minor or dependent children, if any) is accurate, true, and complete to the best of my knowledge and belief, and that any information not reported was withheld because it met applicable statutory provisions permitting non-disclosure.

I further certify that earned income from outside employment and honoraria and the acceptance of gifts which have been reported are in compliance with the provisions of 5 U.S.C. app. § 501 et. seq., 5 U.S.C. § 7353, and Judicial Conference regulations.

Signature: s/ **Karen L. Henderson**

NOTE: ANY INDIVIDUAL WHO KNOWINGLY AND WILLFULLY FALSIFIES OR FAILS TO FILE THIS REPORT MAY BE SUBJECT TO CIVIL AND CRIMINAL SANCTIONS (5 U.S.C. app. § 104)

Committee on Financial Disclosure
Administrative Office of the United States Courts
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