

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2012

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 05/13/2013
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 01/01/2012 to 12/31/2012
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.		

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. Wells Fargo Bank Account		None	J	T					
2. Suntrust Bank Checking Account	A	Interest	J	T					
3. Suntrust Bank Investment Account Contains:									
4. **Suntrust Cash Account	A	Dividend	L	T					
5. Allis Chalmers Energy Inc.: Common		None	J	W					
6. Morgan Stanley Account Contains:									
7. **Morgan Stanley 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	K	T					
14. IRA CD: Wells Fargo Bank	A	Interest			Distributed	12/01/12	J	D	
15. IRA: Morgan Stanley 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. **Morgan Stanley 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. **Charlotte NC CTFS 4.0%	B	Interest			Redeemed	06/01/12	L		
27. **New Jersey Econ Dev 5.0%	B	Interest			Redeemed	06/15/12	K		
28. **New Jersey Econ Dev 5.0%	B	Interest			Redeemed	06/15/12	K		
29. **Laurens Co SC Wtrswr 3.4%	A	Interest			Redeemed	03/01/12	J		
30. **Merrill Lynch Cash Accounts	A	Interest	M	T					
31. Merrill Lynch IRA Contains:									
32. **AT&T, Inc.: Common	A	Dividend	K	T					
33. **Alcatel-Lucent: Common		None	J	T					
34. **LSI Corporation: Common		None	J	T					

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35. **Marathon Oil Corp: Common	B	Dividend	L	T					
36. **Marathon Petroleum: Common	B	Dividend	M	T					
37. **Merrill Lynch Cash Accounts	A	Interest	K	T					
38. Wells Fargo Rollover IRA Contains:									
39. **Wells Fargo PT Money Market Fund	A	Interest	J	T					
40. **United States Treasury Bills Due 01/03/2013		None	P1	T	Buy	07/05/12	P1		
41. **United States Treasury Bills Due 01/05/2012	A	Interest			Redeemed	01/05/12	P1		
42. **United States Treasury Bills Due 07/15/2012	A	Interest			Buy	01/15/12	P1		
43.					Redeemed	07/05/12	P1		
44. Stanley Black & Decker Corp.: Common	B	Dividend	K	T					
45. Bank America Corp.: Common	B	Dividend	N	T					
46. The Boeing Co.: Common	D	Dividend	N	T					
47. Campbell Soup Co.: Common	D	Dividend	M	T					
48. Colgate-Palmolive Co.: Common	E	Dividend	O	T					
49. General Electric Co.: Common	E	Dividend	P1	T					
50. The Goodyear Tire & Rubber Co.:Common		None	K	T					
51. IBM Corp.: Common	D	Dividend	N	T					

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52. Exxon-Mobil Corp.: Common	D	Dividend	O	T					
53. El Paso Energy: Common	A	Dividend			Sold (part)	05/24/12	L	E	
54.					Distributed	05/24/12	L		
55. Kinder Morgan	B	Dividend	L	T	Spinoff (from line 53)	05/24/12	L		
56. Pfizer Co.: Common	D	Dividend	N	T					
57. Marathon Group: Common	C	Dividend	M	T					
58. Marathon Petroleum: Common	C	Dividend	M	T					
59. Monsanto: Common	C	Dividend	N	T					
60. Chevron Corporation: Common	D	Dividend	N	T					
61. Weyerhaeuser Co.: Common		None	M	T					
62. US Steel Group: Common	A	Dividend	J	T					
63. Allstate: Common	A	Dividend	K	T					
64. Delhaize Group Spons: Common	A	Dividend	J	T					
65. DirecTV Group, Inc.: Common		None	J	T					
66. Discover Financial Services: Common	A	Dividend	J	T					
67. Federal Signal Corp: Common		None	K	T					
68. Halliburton Co.: Common	A	Dividend	K	T					

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69. Morgan Stanley: Common	A	Dividend	J	T					
70. News Corp Ltd.: Common	A	Dividend	J	T					
71. Royal Dutch Shell: Common	F	Dividend	P1	T					
72. Schlumberger Ltd.: Common	D	Dividend	N	T					
73. Titanium Metals Corp: Common	A	Dividend	J	T					
74. Transocean Inc.: Common	A	Dividend	K	T					
75. Valhi Inc.: Common	A	Dividend	J	T					
76. Total S.A. :Common Stock	A	Dividend	J	T	Buy	03/08/12	J		
77. Springtree Associates Partnership: 1% Interest	A	Rent	J	W					
78. Wells Fargo Bank Accounts:	A	Interest	M	T					
79. First Citizens Bank Account	A	Interest	M	T					
80. NBSC Money Market Account	A	Interest	M	T					
81. BB&T Money Market Account	A	Interest	M	T					
82. SCB&T Money Market Account	A	Interest	L	T	Open	07/01/12	L		
83. TD Bank Money Market Account	A	Interest	L	T	Open	07/01/12	L		
84. CD: TD Bank	A	Interest			Redeemed	07/01/12	L		
85. CD: South Carolina Bank & Trust	A	Interest			Redeemed	07/01/12	K		

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86. CD: First Citizens Bank	A	Interest			Redeemed	07/01/12	L		
87. Minnesota Mutual Life Insurance Policy	B	Dividend	L	T					
88. John Hancock Life Insurance Policy	A	Dividend	J	T					
89. Merrill Lynch SEP Contains:									
90. **Merrill Lynch SEP Cash Accounts	A	Dividend	J	T					
91. **Chevron Corp: Common	D	Dividend	M	T					
92. **American Growth Fund of America		None			Sold	08/01/12	L		
93. **American Euro Pacific Growth Fund	A	Dividend	K	T					
94. **Thornburg International Value Fund	A	Dividend	M	T					
95. Wells Fargo Bank Trust Contains:									
96. **Dodge & Cox International Stock Fund	A	Dividend	J	T	Buy (add'l)	05/11/12	J		
97.					Sold (part)	08/09/12	J	A	
98.					Sold (part)	11/20/12	J	A	
99. **Goldman Sachs Growth Opportunity Fund		None			Sold (part)	02/13/12	J	A	
100.					Sold	04/11/12	J	C	
101. **Nuveen Limited Term Muni Fund	A	Dividend	J	T	Buy	02/15/12	J		
102.					Buy (add'l)	05/11/12	J		

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103.					Sold (part)	11/20/12	J	A	
104. **Nuveen Funds High Yield Muni Fund	A	Dividend	J	T	Buy	08/13/12	J		
105.					Sold (part)	11/20/12	J	A	
106. **Pimco Foreign Bond Fund	A	Dividend	J	T	Buy (add'l)	02/15/12	J		
107.					Sold (part)	08/09/12	J	A	
108. **Dreyfus Tax Exempt Cash Management Fund	A	Interest	J	T					
109. **Dreyfus Emerging Markets Debt Fund	A	Dividend	J	T	Buy (add'l)	02/15/12	J		
110.					Buy (add'l)	08/13/12	J		
111. **JP Morgan Mid Cap Value Fund	A	Dividend	J	T	Sold (part)	02/13/12	J	A	
112.					Sold (part)	05/09/12	J	A	
113.					Sold (part)	08/09/12	J	A	
114. **Keeley Small Cap Value Fund		None	J	T	Buy	02/15/12	J		
115.					Buy (add'l)	05/11/12	J		
116.					Sold (part)	08/14/12	J		
117. **Vanguard REIT Viper Fund	A	Dividend	J	T	Sold (part)	02/15/12	J	A	
118.					Sold (part)	05/11/12	J	A	
119.					Sold (part)	08/09/12	J	A	

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120.					Buy (add'l)	11/23/12	J		
121. **TCW Small Cap Growth Fund		None			Buy (add'l)	02/15/12	J		
122.					Buy (add'l)	05/11/12	J		
123.					Buy (add'l)	08/13/12	J		
124.					Sold (part)	11/20/12	J		
125.					Sold	12/20/12	J		
126. **Vanguard MSCI Emerging Market Fund	A	Dividend	J	T	Buy	02/15/12	J		
127.					Buy (add'l)	05/11/12	J		
128.					Buy (add'l)	08/13/12	J		
129. **Goldman Sachs TR GS Duration Fund	A	Dividend			Sold	02/13/12	J	A	
130. **Harbor Capital Appreciation Fund	A	Dividend	J	T	Sold (part)	02/13/12	J	A	
131.					Buy (add'l)	11/23/12	J		
132. **MFS Value Fund	A	Dividend	J	T	Buy (add'l)	02/15/12	J		
133.					Buy (add'l)	05/11/12	J		
134.					Sold (part)	08/09/12	J	A	
135. **Oppenheimer Developing Market	A	Dividend	J	T	Buy	02/15/12	J		
136.					Buy (add'l)	08/13/12	J		

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)
137. **SPDR DJ Wilshire International Fund	A	Dividend	J	T	Buy (add'l)	02/15/12	J		
138.					Sold (part)	08/13/12	J	A	
139.					Sold (part)	11/23/12	J	A	
140. **Artisan International Fund	A	Dividend	J	T	Sold (part)	08/09/12	J	A	
141. **Credit Suisse Commodity Return		None	J	T	Buy (add'l)	02/15/12	J		
142.					Buy (add'l)	05/11/12	J		
143.					Sold (part)	08/09/12	J		
144. **Ishares S&P 500 Index Fund	A	Dividend	J	T	Sold (part)	02/15/12	J	A	
145.					Sold (part)	05/11/12	J	A	
146.					Buy (add'l)	08/13/12	J		
147. **Nuveen Intermediate Duration Bond Fund	A	Dividend	K	T	Buy (add'l)	02/15/12	J		
148.					Sold (part)	05/09/12	J	A	
149.					Buy (add'l)	08/13/12	J		
150.					Buy (add'l)	11/23/12	J		
151. **Ridgeworth SEIX HY Fund	A	Dividend	J	T	Sold (part)	08/09/12	J	A	
152.					Sold (part)	11/20/12	J	A	
153. **American Century Tax Free Bond Fund	A	Dividend	K	T	Sold (part)	02/13/12	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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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 (part)	05/09/12	J	A	
155.					Buy (add'l)	08/13/12	J		
156.					Sold (part)	11/20/12	J	A	
157. **Diamond Hill Long-Short Fund		None	J	T	Buy (add'l)	08/13/12	J		
158. **Hussman Strategic Growth Fund	A	Dividend	J	T	Buy (add'l)	02/15/12	J		
159.					Sold (part)	08/09/12	J		
160. **Laudus Mondrian International Fixed Income Fund	A	Dividend	J	T	Buy (add'l)	02/15/12	J		
161.					Sold (part)	08/09/12	J		
162. **Mainstay Epoch US Equity Fund		None			Sold (part)	02/13/12	J	A	
163.					Sold (part)	05/09/12	J	A	
164.					Sold	08/09/12	J	A	
165. **Merger Fund SH Ben int	A	Dividend	J	T	Sold (part)	08/09/12	J	A	
166. **Cohen & Steers International Realty Fund		None			Buy (add'l)	01/03/12	J		
167.					Sold	02/13/12	J	A	
168. **Eaton Vance Structured Emerging Market Fund		None			Sold	02/13/12	J	A	
169. **Ipath Dow Jones -UBS Commodity Fund		None			Sold	02/15/12	J	A	
170. **Ishares Barclays Intermediate Govement Fund	A	Dividend			Sold	02/15/12	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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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. **Ishares Russell 2000 Fund	A	Dividend	J	T	Sold	02/15/12	J	A	
172.					Buy	11/23/12	J		
173.					Buy (add'l)	12/24/12	J		
174. **Ishares TR Russell 1000 Index		None			Sold	02/15/12	J	A	
175. ** SPDR Dow Jones REIT Fund		None			Sold	02/15/12	J	A	
176. **Artisan Mid Cap Fund	A	Dividend	J	T	Buy	04/11/12	J		
177.					Buy (add'l)	05/11/12	J		
178.					Buy (add'l)	08/13/12	J		
179. **Driehaus Active Income Fund	A	Dividend	J	T	Buy	08/13/12	J		
180. **Gateway Fund	A	Dividend	J	T	Buy	08/13/12	J		
181. Wells Fargo Brokerage Account Contains:									
182. **US Treasury Bill Due 09/13/12	B	Interest			Buy	03/12/12	P1		
183.					Redeemed	09/13/12	P1		
184. **US Treasury Bill Due 03/15/12	B	Interest			Redeemed	03/15/12	P1		
185. **US Treasury Bill Due 03/14/13		None	P1	T	Buy	09/10/12	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 \$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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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS. *(Indicate part of report.)*

Part VII, Line 1: Wells Fargo & Company merged with Wachovia Corporation on January 1, 2009. The newly merged company became known as Wells Fargo.

Part VII, Line 6: On January 13, 2009 Morgan Stanley and Citigroup announced that Citigroup would sell 51% of Smith Barney to Morgan Stanley, creating Morgan Stanley Smith Barney. On September 25, 2012, Morgan Stanley announced that its U.S. wealth management business was renamed "Morgan Stanley Wealth Management" and the company would be known as Morgan Stanley.

Part VII, Line 7: On January 13, 2009 Morgan Stanley and Citigroup announced that Citigroup would sell 51% of Smith Barney to Morgan Stanley, creating Morgan Stanley Smith Barney. On September 25, 2012, Morgan Stanley announced that its U.S. wealth management business was renamed "Morgan Stanley Wealth Management" and the company would be known as Morgan Stanley.

Part VII, Line 14: Wells Fargo & Company merged with Wachovia Corporation on January 1, 2009. The newly merged company became known as Wells Fargo.

Part VII, Line 15: On January 13, 2009 Morgan Stanley and Citigroup announced that Citigroup would sell 51% of Smith Barney to Morgan Stanley, creating Morgan Stanley Smith Barney. On September 25, 2012, Morgan Stanley announced that its U.S. wealth management business was renamed "Morgan Stanley Wealth Management" and the company would be known as Morgan Stanley.

Part VII, Line 22: On January 13, 2009 Morgan Stanley and Citigroup announced that Citigroup would sell 51% of Smith Barney to Morgan Stanley, creating Morgan Stanley Smith Barney. On September 25, 2012, Morgan Stanley announced that its U.S. wealth management business was renamed "Morgan Stanley Wealth Management" and the company would be known as Morgan Stanley.

Part VII, Lines 53, 54 & 55 : Kinder Morgan and El Paso Energy merged on May 24, 2012. The merger of the two companies contained a mixed consideration option. The owners of the El Paso energy stock would receive .4187 of a share of Kinder Morgan stock and \$14.65 in cash. On May 24, 2012 2,512 shares of Kinder Morgan stock and \$87,906 in cash was received as part of the merger.

Part VII, Line 75: On May 2, 2012, Valhi Inc. shareholders received a 3-for-1 stock split of its common stock.

Part VII, Line 78: Wells Fargo & Company merged with Wachovia Corporation on January 1, 2009. The newly merged company became known as Wells Fargo.

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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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Washington, D.C. 20544