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This brochure provides information about the qualifications and business practices of The Henderson Group. If you have any questions about the contents of this brochure, please contact us at: 540-887-8300, or by email to Plan@TheHendersonGroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about The Henderson Group is available on the SEC's website at www.adviserinfo.sec.gov

March 2011

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 540-887-8300 or email your request to Plan@TheHendersonGroup.Com.

Table of Contents

| | |
|---|-----------|
| Material Changes..... | 1 |
| Annual Update | 1 |
| Material Changes since the Last Update | 1 |
| Full Brochure Available | 1 |
| Advisory Business | 5 |
| Firm Description..... | 5 |
| Principal Owners..... | 5 |
| Types of Advisory Services..... | 6 |
| Tailored Relationships | 6 |
| Types of Agreements..... | 6 |
| Financial Planning Agreement | 6 |
| Asset Management Agreement | 8 |
| Hourly Planning Engagements | 8 |
| Termination of Agreement | 8 |
| Fees and Compensation | 8 |
| Description | 8 |
| Fee Billing | 9 |
| Other Fees..... | 9 |
| Expense Ratios and Separate Account Fees | 9 |
| Past Due Accounts and Termination of Agreement | 9 |
| Performance-Based Fees | 10 |
| Sharing of Capital Gains | 10 |
| Types of Clients..... | 10 |
| Description | 10 |
| Account Minimums..... | 10 |
| Methods of Analysis, Investment Strategies and Risk of Loss..... | 10 |
| Methods of Analysis..... | 10 |
| Investment Strategies | 11 |
| Risk of Loss | 11 |

| | |
|--|-----------|
| Disciplinary Information | 12 |
| Legal and Disciplinary..... | 12 |
| Other Financial Industry Activities and Affiliations | 12 |
| Financial Industry Activities & Affiliations | 12 |
| Code of Ethics, Participation or Interest in Client Transactions and Personal Trading | 13 |
| Code of Ethics | 13 |
| Participation or Interest in Client Transactions..... | 13 |
| Personal Trading..... | 13 |
| Brokerage Practices..... | 13 |
| Selecting Brokerage Firms..... | 13 |
| Best Execution | 14 |
| Soft Dollars | 14 |
| Order Aggregation | 14 |
| Review of Accounts | 15 |
| Periodic Reviews | 15 |
| Review Triggers..... | 15 |
| Regular Reports..... | 15 |
| Client Referrals and Other Compensation | 15 |
| Incoming Referrals..... | 15 |
| Referrals Out | 15 |
| Custody | 16 |
| Account Statements..... | 16 |
| Performance Reports..... | 16 |
| Net Worth Statements..... | 16 |
| Investment Discretion..... | 16 |
| Discretionary Authority for Trading..... | 16 |
| Limited Power of Attorney..... | 17 |
| Voting Client Securities | 17 |
| Proxy Votes | 17 |

| | |
|--|-----------|
| Financial Information | 17 |
| Financial Condition | 17 |
| Business Continuity Plan | 17 |
| General | 17 |
| Disasters | 17 |
| Alternate Offices | 18 |
| Loss of Key Personnel | 18 |
| Information Security Program..... | 18 |
| Information Security | 18 |
| Privacy Notice | 18 |
| <i>Brochure Supplement (Part 2B of Form ADV).....</i> | 20 |
| Education and Business Standards | 20 |
| Professional Certifications | 20 |

Advisory Business

Firm Description

The Henderson Group was founded in 1984 to provide personalized confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, and charitable organizations. Advice is provided through consultation with you and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, estate planning, and multi-generational wealth planning.

The Henderson Group is strictly a fee-only financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

Investment advice is an integral part of financial planning. In addition, The Henderson Group advises you regarding cash flow, college planning, retirement planning, tax planning and estate and legacy planning.

Investment advice is provided, with you making the final decision on investment selection. The Henderson Group does not act as a custodian of your assets. You will always maintain asset control. The Henderson Group may place trades for you under a limited power of attorney.

A written evaluation of your initial situation is provided to you, often in the form of a net worth statement. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to you unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by you on an as-needed basis. Conflicts of interest will be disclosed to you in the unlikely event they should occur.

The initial meeting is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to you.

Principal Owners

David K. Henderson is a 100% stockholder.

Types of Advisory Services

As a component of its comprehensive personal financial consultation and management service, The Henderson Group provides investment supervisory services, also known as asset management services; manages investment advisory accounts not involving investment supervisory services and furnishes investment advice through consultations;

On more than an occasional basis, The Henderson Group furnishes advice to you on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

As of 31 December, 2010, The Henderson Group manages approximately \$36,000,000 in assets for approximately 86 clients. Approximately \$35,200,000 is managed on a discretionary basis, and \$800,000 is managed on a non-discretionary basis.

Tailored Relationships

The goals and objectives for each client are unique and evolve during the initial planning process and are revised and updated as your circumstances evolve. Investment policy statements are created that reflect the stated goals and objective. You may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without your consent.

Types of Agreements

The following agreements define the typical client relationships.

Financial Planning Agreement

A financial plan is designed to help you with all aspects of financial planning without ongoing investment management after the financial plan is completed.

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are provided as part of a financial plan. Implementation of the recommendations is at your discretion.

The fee for a financial plan is predicated upon the facts known at the start of the engagement. The typical fee range is \$2,500.00 to \$10,000.00 and is negotiable. Since financial planning is a discovery process, situations occur wherein you are unaware of certain financial exposures or predicaments.

In the event that your situation is substantially different than disclosed at the initial meeting, a revised fee will be provided for mutual agreement. You must approve the change of scope in advance of the additional work being performed when a fee increase is necessary.

After delivery of a financial plan, future face-to-face meetings may be scheduled as necessary for up to one month. Follow-on implementation work is billed separately at the rate of \$250.00 per hour.

Retainer Agreement

Most clients choose to have The Henderson Group provide ongoing in-depth advice and life planning. All aspects of your financial affairs are reviewed. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

The scope of work and fee for an Retainer Agreement is provided to you in writing prior to the start of the relationship. A Retainer Agreement includes: cash flow management; insurance review; investment management (including performance reporting); education planning; retirement planning; estate planning; and tax preparation, as well as the implementation of recommendations within each area.

The annual Retainer Agreement fee is based on a percentage of the Personal Net Worth.

Although the Retainer Fee is negotiable, the minimum annual fee is \$10,000.00. Existing client relationships may have higher or lower fees.

The Retainer Agreement is an ongoing agreement and constant adjustments are required. The length of service is at your discretion. You or The Henderson Group may terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed.

Asset Management Agreement

An Asset Management Agreement may be executed when financial planning is not provided as part of the relationship. The annual fee for an Asset Management Agreement is based upon the following schedule and is negotiable.

| <i>Bracket</i> | <i>Annualized Fee</i> |
|---------------------------------|-----------------------|
| First \$1,000,000 | 1% |
| next \$1,000,001 to \$3,000,000 | 0.85% |
| next \$3,000,001 to \$5,000,000 | 0.65% |
| Over \$5,000,000 | 0.50% |

Hourly Planning Engagements

Upon occasion, The Henderson Group provides hourly planning services for clients who need advice on a limited scope of work. The hourly rate for limited scope engagements is \$250.00 with a minimum charge of \$750.00.

Termination of Agreement

You may terminate any of the aforementioned agreements at any time by notifying The Henderson Group in writing and paying the rate for the time spent on the investment advisory engagement prior to notification of termination. If you made an advance payment, The Henderson Group will refund any unearned portion of the advance payment.

The Henderson Group may terminate any of the aforementioned agreements at any time by notifying you in writing. If you made an advance payment, The Henderson Group will refund any unearned portion of the advance payment.

Fees and Compensation

Description

As stated above, The Henderson Group fees can be: fixed, retainer fees (not including subscription fees), a percentage of assets under management, or hourly charges.

Financial plans are priced according to the degree of complexity associated with your situation.

Fees are negotiable.

Fee Billing

Retainer Agreement and Asset Management fees are billed quarterly, in arrears, meaning that we invoice you after the three-month billing period has ended. Payment in full is due upon invoice presentation. Fees are usually deducted from one of your designated accounts to facilitate billing. You must consent in advance to direct debiting of your investment account and will receive a copy of the invoice at the same time it is submitted for payment.

Fees for financial plans have a \$500.00 advance retainer then are billed incrementally as the plan is developed.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain stocks, bonds, mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

The Henderson Group, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Expense Ratios and Separate Account Fees

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. Investment managers and investment management platforms such as SEI Private Trust Company and FTJ FundChoice, also charge fees for their services. These fees are in addition to the fees paid by you to The Henderson Group.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

The Henderson Group reserves the right to stop work on any account that is more than 30 days overdue. In addition, The Henderson Group reserves the right to terminate any financial planning engagement where you have willfully concealed or has refused to provide pertinent information about financial

situations when necessary and appropriate, in The Henderson Group's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 60 days.

Performance-Based Fees

Sharing of Capital Gains

Fees are never based on a share of the capital gains or capital appreciation of managed securities.

The Henderson Group does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to you.

Types of Clients

Description

The Henderson Group generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations. Client relationships vary in scope and length of service.

Account Minimums

There is no minimum account size.

The minimum annual fee for Retainer Agreement clients is \$10,000.

The Henderson Group has the discretion to waive the account minimum. Typical exceptions may include employees of The Henderson Group and their relatives, or relatives of existing clients.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis and technical analysis.

The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services,

annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that The Henderson Group may use include Morningstar Principia mutual fund information, Morningstar Principia stock information, Charles Schwab & Company's "SchwabLink" service, Advisor Intelligence, SEI Investment Analysis and the World Wide Web.

Investment Strategies

Our primary investment strategy is to find and utilize the “best of breed” investment managers using SEI Private Trust company and the Litman Gregory Asset Management service. Both these providers use extensive screening processes to continuously identify, monitor, and then rehire or replace the asset managers.

The investment strategy for a specific client is based upon the objectives stated by you during consultations. You may change these objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

Our strategies are primarily built around long-term purchases but may include short-term purchases when a particular opportunity is presented.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities & Affiliations

The Henderson Group has no additional financial industry activities nor does it have arrangements that are material to you with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

The employees of The Henderson Group have committed to a Code of Ethics that is available for review by you upon request.

Participation or Interest in Client Transactions

The Henderson Group and its employees may buy or sell securities that are also held by you. Employees may not trade their own securities ahead of your trades. Employees comply with the provisions of *The Henderson Group Compliance Manual*.

Personal Trading

The Chief Compliance Officer of The Henderson Group is David K. Henderson. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

The Henderson Group does not have any affiliation with product sales firms. Specific custodian recommendations are made to you based on your need for such services.

You are free at all times to utilize the broker or custodian of their choice.

The Henderson Group has negotiated an institutional level agreement with Charles Schwab & Company, FTJFundChoice, and with SEI Private Trust Company. These arrangements provide you access to institutional level products and services that may not be available to the retail client. The arrangement may also provide a discount from normal transaction fees and a cost savings on other services as well as an enhanced menu of product available at “no load”. The transaction fees may be higher than other “discount brokers” but may also be lower than the traditional “full-service brokerage firm” transaction fees.

In return for this non-exclusive custody arrangement, both Charles Schwab and SEI Private Trust Company provide The Henderson Group access to investment research on a free or substantially discounted basis.

Any research or information obtained from Schwab or SEI is available to all clients of The Henderson Group without charge regardless of portfolio custody arrangements.

The Henderson Group recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

The Henderson Group may recommend that certain clients utilize the active non-discretionary management of a portion of their assets by or among certain independent investment managers either directly or through programs sponsored by FTJFundChoice and SEI Private Trust Company. The Henderson Group will continue to render advisory services to you relative to the ongoing monitoring and account performance.

The Henderson Group does not receive transaction fees or commissions from any of these arrangements.

Best Execution

The Henderson Group reviews the execution of trades at each custodian each quarter. The review is documented in *The Henderson Group Compliance Manual*. Trading fees charged by the custodians is also reviewed on a quarterly basis. The Henderson Group does not receive any portion of the trading fees.

Soft Dollars

The Henderson Group can receive a discount from retail pricing on certain software because some client assets are custodied at Schwab and at SEI Private Trust Company. All clients benefit from this discount as it reduces the firm's overall expenses.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly by David K Henderson. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in your own situation.

Regular Reports

You receive periodic communications on at least an annual basis. Asset Management and Retainer Agreement clients receive written quarterly updates. The written updates may include a net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives.

Client Referrals and Other Compensation

Incoming Referrals

The Henderson Group has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, insurance agents, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

The Henderson Group does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

Account Statements

All assets are held at qualified custodians, which means they are regulated custodians who provide account statements directly to you at your address of record at least quarterly.

Performance Reports

You are urged to compare the account statements received directly from their custodians to the performance report statements provided by The Henderson Group.

Net Worth Statements

You are frequently provided net worth statements and net worth graphs that are generated from our client relationship management system. Net worth statements may contain approximations of bank account balances provided by you, as well as the value of land and hard-to-price real estate. The net worth statements are used for long-term financial planning where the exact values of assets are not material to the financial planning tasks.

Investment Discretion

Discretionary Authority for Trading

The Henderson Group accepts discretionary authority to manage securities accounts on your behalf. The Henderson Group has the authority to determine, without obtaining your specific consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, The Henderson Group consults with you prior to each trade to obtain concurrence if a limited power of attorney trading authorization has not been given.

You approve the custodian to be used and the commission rates paid to the custodian. The Henderson Group does not receive any portion of the transaction fees or commissions paid by you to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on their behalf so that we may promptly implement the investment policy that they have approved in writing.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You signs a limited power of attorney so that we may execute the trades that you have approved.

Voting Client Securities

Proxy Votes

The Henderson Group does not vote proxies on securities. You are expected to vote your own proxies.

When assistance on voting proxies is requested, The Henderson Group will provide recommendations to you. If a conflict of interest exists, it will be disclosed to you.

Financial Information

Financial Condition

The Henderson Group does not have any financial impairment that will preclude the firm from meeting contractual commitments to you.

A balance sheet is not required to be provided because The Henderson Group does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$600 per client, and six months or more in advance.

Business Continuity Plan

General

The Henderson Group has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications

line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

The Henderson Group has a Business Continuation Agreement with another financial advisory firm to support The Henderson Group in the event of David K. Henderson's serious disability or death.

Information Security Program

Information Security

The Henderson Group maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

The Henderson Group is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We will never provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

The Henderson Group requires that professional staff providing advice directly to you not only have a bachelor's degree but also further coursework demonstrating knowledge of financial planning and tax planning. Examples of acceptable coursework include: an MBA, a CFP®, a CFA, a ChFC, JD, or CPA. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP): Certified Financial Planners are licensed by the CFP Board to use the CFP mark. CFP certification requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.

David K. Henderson, CFP®, President of The Henderson Group

Personal & Education

Date of birth: 30 September, 1951

Educational Background:

- Mount Hermon School (Northfield, MA, 1969)
- Macalester College (St. Paul, MN 1969-1971)
- Virginia Commonwealth University (Richmond, VA ,1979) BGS degree with an emphasis in Finance.
- Certified Financial Planner designation from the College for Financial Planning (Denver, CO) in 1987.

Business Experience:

- He has been employed as a full-time financial planner since 1982.
- From 1984 through present he has been the principal of H.G. Advisers, Ltd, and the successor company, The Henderson Group, a family wealth management firm.
- From 1982 to 1984 Registered Representative/Registered Principal FSC Securities, IFG Securities, and Investment Associates, Ltd.
- From 1978-1981 – various consulting positions including Senior Project Consultant, JWK International, Annandale, Virginia
- From 1973-1978 – President CORDET Foundation, Richmond, Virginia

Volunteer Activities

- ✓ Past Chairman of the Board of Directors of the Richmond, (VA) International Association for Financial Planning chapter;
- ✓ Founding member and Director of the Central Virginia Society of Certified Financial Planners;
- ✓ Financial Planning Association Task Forces and committees;
 - National IAFP Practitioner Advisory Council;
 - National FPA Government Relations Committee;
 - National FPA White Paper and Regulation reform task forces;
 - National FPA Ethics Committee
- ✓ Former Chair of the Board of Trustees of the Wildlife Center of Virginia Foundation;
- ✓ Treasurer, Augusta Regional Free Clinic (VA);
- ✓ Former Board and Chair Finance Committee Augusta Health Hospice of the Shenandoah (VA);
- ✓ Adult Education instructor (personal financial planning) Henrico (VA) and Chesterfield (VA) county school systems;
- ✓ Lecturer on family farm succession planning to CPAs, attorneys and financial planners at regional and national conferences;

- √ Guest Lecturer Virginia Tech (Blacksburg, VA) Financial Planning degree program.

Disciplinary Information: (if applicable): **None**

Other Business Activities: **None**

Additional Compensation: **None**

Supervisor: **None**

Arbitration Claims: **None**

Self-Regulatory Organization or Administrative Proceeding: **None**

Bankruptcy Petition: **None**

Arbitration Claims: **None**