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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**
*Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.*
0812  
**2008**Department of the Treasury (77)  
Internal Revenue Service

For calendar year 2008, or tax year beginning

, 2008, and ending

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

**SIMON & LOUISE HENDERSON FOUNDATION**  
P. O. BOX 1365  
LUFKIN, TX 75902-1365

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

A Employer identification number  
**75-6022769**

B Telephone number (see the instructions)  
**936-634-3448**

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ..... ►   
 2 Foreign organizations meeting the 85% test, check here and attach computation ..... ►

E If private foundation status was terminated under section 507(b)(1)(A), check here ..... ►

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... ►

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments.....				
4 Dividends and interest from securities.....	110,281.	110,281.		
5a Gross rents.....				
b Net rental income or (loss).....				
6a Net gain/(loss) from sale of assets not on line 10.....	40,794.			
b Gross sales price for all assets on line 6a.....	<b>160,014.</b>			
7 Capital gain net income (from Part IV, line 2).....		40,794.		
8 Net short-term capital gain.....				
9 Income modifications.....				
10a Gross sales less returns and allowances.....				
b Less: Cost of goods.....				
c Gross p SEE DT 01052012				
11 Other				
12 Total. Add lines 1 through 11.....	<b>151,075.</b>	<b>151,075.</b>	0.	
13 Compensation of officers, directors, trustees, etc.....	0.			
14 Other employee salaries and wages.....				
15 Pension plans, employee benefits.....				
16a Legal fees (attach schedule).....				
b Accounting fees (attach sch) . SEE .ST. 1	2,861.	1,431.		1,430.
c Other prof fees (attach sch) .SEE .ST. 2	10,496.	5,248.		5,248.
17 Interest.....				
18 Taxes (attach schedule) . SEE .STMT. 3	1,444.			
19 Depreciation (attach sch) and depletion.....				
20 Occupancy.....				
21 Travel, conferences, and meetings.....				
22 Printing and publications.....				
23 Other expenses (attach schedule) SEE STATEMENT 4	32.	16.		16.
24 Total operating and administrative expenses. Add lines 13 through 23.....	14,833.	6,695.		6,694.
25 Contributions, gifts, grants paid PART. XV.	290,230.			290,230.
26 Total expenses and disbursements. Add lines 24 and 25.....	<b>305,063.</b>	<b>6,695.</b>	0.	<b>296,924.</b>
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements.....	-153,988.			
b Net investment income (if negative, enter -0-). .		144,380.		
c Adjusted net income (if negative, enter -0-). .			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	75,957.	61,691.	61,691.
	2	Savings and temporary cash investments	27,862.	7,302.	7,302.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	148.	206.	206.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) <b>STATEMENT 5</b>	603,996.	484,776.	3,621,490.
	c	Investments – corporate bonds (attach schedule)			
LIABILITIES	11	Investments – land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	707,963.	553,975.	3,690,689.
NET ASSETS	17	Accounts payable and accrued expenses			
	18	Grants payable	275,308.	304,692.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	275,308.	304,692.	
		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	1,020,475.	1,020,475.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-587,820.	-771,192.	
	30	Total net assets or fund balances (see the instructions)	432,655.	249,283.	
	31	Total liabilities and net assets/fund balances (see the instructions)	707,963.	553,975.	

## 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	432,655.
2	Enter amount from Part I, line 27a	2	-153,988.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	278,667.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 6	5	29,384.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	249,283.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7				
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2	40,794.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8			3	0.

**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 (column (b) divided by column (c))	
2007	331,451.	6,354,909.	0.052157	
2006	245,284.	6,377,297.	0.038462	
2005	146,467.	5,006,387.	0.029256	
2004	127,848.	2,923,228.	0.043735	
2003	137,008.	2,481,471.	0.055212	
2 Total of line 1, column (d).			2	0.218822
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3	0.043764
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.			4	6,555,033.
5 Multiply line 4 by line 3			5	286,874.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	1,444.
7 Add lines 5 and 6			7	288,318.
8 Enter qualifying distributions from Part XII, line 4			8	296,924.

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.

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling letter: _____ (attach copy of ruling letter if necessary – see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b. ....	1 1,444
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) ....	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) ....	2 0
3 Add lines 1 and 2 .....	3 1,444
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 1,444
6 Credits/Payments:	
a 2008 estimated tax prnts and 2007 overpayment credited to 2008. ....	6a 2,200
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 2,200
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. ....	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. ....	9 0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. ....	10 756
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax. .... ► 756. Refunded. .... ► 11 0	11 0

**Part VII-A Statements Regarding Activities**

1 a 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? .....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? .....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	
1 c Did the foundation file Form 1120-POL for this year? .....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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? .....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If 'Yes,' attach a detailed description of the activities.	
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.	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b If 'Yes,' has it filed a tax return on Form 990-T for this year? .....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If 'Yes,' attach the statement required by General Instruction 7.	
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? .....	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) .... ►	N/A
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 7? If 'No,' attach explanation.	
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If 'Yes,' complete Part XIV.	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	

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**Part VII-A | Statements Regarding Activities Continued**

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)..... **11** **X**

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?..... **12** **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?..... **13** **X**

Website address..... ► **N/A**

14 The books are in care of ► **SIMON W. HENDERSON, III** Telephone no. ► **936-634-3448**  
Located at ► **4100 SOUTH MEDFORD DRIVE, LUFKIN, TX** ZIP + 4 ► **75901**

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

**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.

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 the instructions)?

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 2008? .....

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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? .....

If 'Yes,' list the years ► **20\_\_ , 20\_\_ , 20\_\_ , 20\_\_**.

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.) .....

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

► **20\_\_ , 20\_\_ , 20\_\_ , 20\_\_**.

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? .....

 Yes  No

b If 'Yes,' did it have excess business holdings in 2008 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 2008). .....

**3b** **N/A**

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 2008? .....

**4b** **X****BAA**

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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  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  No

(3) Provide a grant to an individual for travel, study, or other similar purposes? .....  Yes  No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) .....  Yes  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  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ..... 

5b N/A

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? .....  N/A  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  No

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ..... 

If you answered 'Yes' to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? .....  Yes  No

7b N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ..... **Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.
-----				
-----				
-----				
-----				
-----				

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
-----				
-----				
-----				
-----				
-----				

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

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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 – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.. . . . . ► 0

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

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

1	N/A	
2		
3		
4		

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	<u>N/A</u>	
2		

All other program-related investments. See instructions.

**3** \_\_\_\_\_  
\_\_\_\_\_

Total. Add lines 1 through 3 .....

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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 .....
  - b Average of monthly cash balances .....
  - c Fair market value of all other assets (see instructions) .....
  - d Total (add lines 1a, b, and c) .....
  - e Reduction claimed for blockage or other factors reported on lines 1a and 1c  
(attach detailed explanation) .....
- 2 Acquisition indebtedness applicable to line 1 assets .....
- 3 Subtract line 2 from line 1d .....
- 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3  
(for greater amount, see instructions) .....
- 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 .....
- 6 Minimum investment return. Enter 5% of line 5 .....

1a	6,540,785.
1b	114,071.
1c	
1d	6,654,856.
1e	0.
2	0.
3	6,654,856.
4	99,823.
5	6,555,033.
6	327,752.

**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 .....
- 2a Tax on investment income for 2008 from Part VI, line 5 .....
- b Income tax for 2008. (This does not include the tax from Part VI.) .....
- c Add lines 2a and 2b .....
- 3 Distributable amount before adjustments. Subtract line 2c from line 1 .....
- 4 Recoveries of amounts treated as qualifying distributions .....
- 5 Add lines 3 and 4 .....
- 6 Deduction from distributable amount (see instructions) .....
- 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....

1	327,752.
2a	1,444.
2b	
2c	1,444.
3	326,308.
4	
5	326,308.
6	
7	326,308.

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

1a	296,924.
1b	
2	
3a	
3b	
4	296,924.
5	1,444.
6	295,480.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7 .....				326,308.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only .....			275,308.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003 .....				
b From 2004 .....				
c From 2005 .....				
d From 2006 .....				
e From 2007 .....				
f Total of lines 3a through e .....		0.		
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 296,924.				
a Applied to 2007, but not more than line 2a .....			275,308.	
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 2008 distributable amount .....				21,616.
e Remaining amount distributed out of corpus .....		0.		
5 Excess distributions carryover applied to 2008 .....				0.
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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 2007. Subtract line 4a from line 2a. Taxable amount - see instructions .....			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 .....				304,692.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .....		0.		
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions) .....		0.		
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a .....		0.		
10 Analysis of line 9:				
a Excess from 2004 .....				
b Excess from 2005 .....				
c Excess from 2006 .....				
d Excess from 2007 .....				
e Excess from 2008 .....				

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

N/A

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling .....	►			
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .....				
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)(ii) .....				
(3) Largest amount of support from an exempt organization .....				
(4) Gross investment income .....				

**Part XV** **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

## 1 Information Regarding Foundation Managers:

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

**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 of the person to whom applications should be addressed:

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

**c Any submission deadlines:**

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

**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
<i>a Paid during the year</i> SEE STATEMENT 10				
<b>Total</b>				► 3a 290,230.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b 848,004

## 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) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies ..</b>					
<b>2 Membership dues and assessments .. ..</b>					
<b>3 Interest on savings and temporary cash investments ..</b>					
<b>4 Dividends and interest from securities ..</b>			14	<b>110,281.</b>	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property .. ..					
b Not debt-financed property .. ..					
<b>6 Net rental income or (loss) from personal property ..</b>					
<b>7 Other investment income .. ..</b>					
<b>8 Gain or (loss) from sales of assets other than inventory ..</b>			18	<b>40,794.</b>	
<b>9 Net income or (loss) from special events ..</b>					
<b>10 Gross profit or (loss) from sales of inventory ..</b>					
<b>11 Other revenue:</b>					
a					
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e) ..</b>				<b>151,075.</b>	
<b>13 Total. Add line 12, columns (b), (d), and (e) ..</b>			13		<b>151,075.</b>
(See worksheet in the instructions for line 13 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). (See the instructions.)
N/A	

**B4B 034**

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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 .....  
(2) Other assets .....

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization .....
- (2) Purchases of assets from a noncharitable exempt organization.....
- (3) Rental of facilities, equipment, or other assets .....
- (4) Reimbursement arrangements.....
- (5) Loans or loan guarantees .....
- (6) Performance of services or membership or fundraising solicitations.....

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

	Yes	No
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
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		

Under penalties of perjury, I declare that I have examined this return, including the complete Declaration of preparer (other than taxpayer or fiduciary), and based on all

DO NOT CORRESPOND FOR SIGNATURE

► <i>Doris A. Lamb, CPA</i>		12/13/2011	► MANAGER	
Signature of officer or trustee		Date	Title	
Paid Pre- parer's Use Only	Preparer's signature	<i>Doris A. Lamb CPA</i>	Date	Preparer's Identifying number (See Signature in the instrs)
	LORI A. LAMB, P.C., CPA	12/12/11	Check if self- employed ► <input type="checkbox"/>	P00045822
	AXLEY & RODE, LLP ► 1307 S. 1ST ST LUFKIN, TX 75901-4717	EIN ► 75-0767305	Phone no. ► (936) 634-6621	

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**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AXLEY & RODE LLP .....	\$ 2,861.	\$ 1,431.	\$ 0.	\$ 1,430.
<b>TOTAL</b>	<b>\$ 2,861.</b>	<b>\$ 1,431.</b>	<b>\$ 0.</b>	<b>\$ 1,430.</b>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLDMAN SACHS-MANAGEMENT FEES.....	\$ 10,496.	\$ 5,248.	\$ 0.	\$ 5,248.
<b>TOTAL</b>	<b>\$ 10,496.</b>	<b>\$ 5,248.</b>	<b>\$ 0.</b>	<b>\$ 5,248.</b>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES .....	\$ 1,444.	\$ 0.	\$ 0.	\$ 0.
<b>TOTAL</b>	<b>\$ 1,444.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES.....	\$ 12.	\$ 6.	\$ 0.	\$ 6.
OFFICE EXPENSE.....	\$ 20.	\$ 10.	\$ 0.	\$ 10.
<b>TOTAL</b>	<b>\$ 32.</b>	<b>\$ 16.</b>	<b>\$ 0.</b>	<b>\$ 16.</b>

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**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1200 BANK OF AMERICA CORP	COST	\$ 28,200.	\$ 16,895.
700 CISCO SYSTEMS INC.	COST	1,701.	11,410.
400 COCA COLA CO	COST	2,148.	18,108.
550 CONOCOPHILLIPS	COST	11,013.	28,490.
600 DELL COMPUTER CORP	COST	13,717.	6,144.
2000 EXXONMOBIL CORP	COST	72,463.	159,660.
2500 GENERAL ELECTRIC	COST	20,217.	40,500.
1500 MICROSOFT CORP	COST	23,468.	29,160.
700 PEPSICO INC	COST	29,099.	38,339.
1900 PFIZER INC	COST	44,075.	33,649.
1500 PROCTER & GAMBLE CO	COST	76,227.	92,730.
1525 WAL-MART STORES INC	COST	74,448.	85,492.
85360 LUFKIN INDUSTRIES	COST	88,000.	3,060,913.
	TOTAL	\$ 484,776.	\$ 3,621,490.

**STATEMENT 6**  
**FORM 990-PF, PART III, LINE 5**  
**OTHER DECREASES**

INCREASE IN GRANTS PAYABLE.....	\$ 29,384.
	TOTAL \$ 29,384.

**STATEMENT 7**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD				
1	1194 AMERICAN INTL GROUP	PURCHASED	6/30/1992	12/05/2008				
2	400 AMERICAN EXPRESS CO	PURCHASED	10/07/1994	12/05/2008				
3	1200 AMERICAN EXPRESS CO	PURCHASED	2/23/1998	12/05/2008				
4	326 CONOCOPHILLIPS	PURCHASED	4/24/1996	12/05/2008				
5	200 EL PASO CORP	PURCHASED	3/09/2001	12/05/2008				
6	200 EXXON MOBIL CORPORATION	PURCHASED	3/01/1999	12/05/2008				
7	150 PROCTER & GAMBLE	PURCHASED	6/13/1995	12/05/2008				
8	100 PROCTER & GAMBLE	PURCHASED	3/30/1999	12/05/2008				
9	275 WAL-MART STORES INC	PURCHASED	3/30/1999	12/05/2008				
10	800 EXXON MOBIL CORPORATION	PURCHASED	3/01/1999	12/12/2008				
ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	2,128.		11,344.	-9,216.				\$ -9,216.
2	8,176.		3,628.	4,548.				4,548.
3	24,527.		31,226.	-6,699.				-6,699.
4	14,599.		4,940.	9,659.				9,659.
5	1,154.		14,300.	-13,146.				-13,146.
6	15,008.		6,719.	8,289.				8,289.
7	9,044.		2,640.	6,404.				6,404.

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**STATEMENT 7 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
8	6,030.		4,958.	1,072.				\$ 1,072.
9	14,941.		12,590.	2,351.				2,351.
10	64,407.		26,875.	37,532.				37,532.
							<b>TOTAL</b>	<b>\$ 40,794.</b>

**STATEMENT 8**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SIMON W. HENDERSON, III 1110 HARMONY HILL LUFKIN, TX 75901	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
JOIE E. HENDERSON 1110 HARMONY HILL LUFKIN, TX 75901	SECRETARY 0	0.	0.	0.
HONEA H. ROTHERMEL 4580 BELFORT PLACE DALLAS, TX 75205	VICE PRESIDENT 0	0.	0.	0.
M. F. ZEAGLER 307 INNISBROOK LUFKIN, TX 75901	TREASURER 0	0.	0.	0.
HOLLY HENDERSON 4100 S. MEDFORD DRIVE LUFKIN, TX 75901	DIRECTOR 0	0.	0.	0.
	<b>TOTAL</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 9**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM: N/A  
 NAME: SIMON & LOUISE HENDERSON FOUNDATION  
 CARE OF: SIMON W. HENDERSON, III  
 STREET ADDRESS: P.O. BOX 1365  
 CITY, STATE, ZIP CODE: LUFKIN, TX 75902  
 TELEPHONE: 936-634-2448  
 FORM AND CONTENT: NO SET FORMAT REQUIRED.  
 SUBMISSION DEADLINES: NONE

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**STATEMENT 9 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

RESTRICTIONS ON AWARDS: PREFERRED GEOGRAPHICAL AREA IS EAST TEXAS.

**STATEMENT 10**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
AMERICAN CANCER SOCIETY 4000 S. MEDFORD, SUITE 17-E LUFKIN, TX 75901	NONE	PUBLIC	RELAY FOR LIFE	\$ 450.
ANGELINA ALLIANCE FOR CHILDREN P.O. BOX 1922 LUFKIN, TX 75902	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
ANGELINA BEAUTIFUL CLEAN 1615 S. CHESTNUT LUFKIN, TX 75901	NONE	PUBLIC	LUFKIN LANDSCAPE PROJECTS	1,500.
ANGELINA COUNTY CHILD WELFARE 117 E. LUFKIN AVENUE LUFKIN, TX 75901	NONE	PUBLIC	CHRISTMAS PARTY FOR FOSTER CHILDREN	5,000.
BETH AND HORACE STUBBLEFIELD L 206 N. JOHN REDDITT DRIVE LUFKIN, TX 75904	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
BOYS & GIRLS CLUB OF EAST TX P.O. BOX 631345 NACOGDOCHES, TX 75963	NONE	PUBLIC	GENERAL OPERATIONS/LUFKI N	12,000.
BUCKNER CHILDREN & FAMILY SERV 3402 DANIEL MCCALL DR., #21 LUFKIN, TX 75904	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
CHRISTIAN INFORMATION AND SERV P.O. BOX 2621 LUFKIN, TX 75902	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
DENMAN AVENUE BAPTIST CHURCH 1807 E. DENMAN LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	5,000.

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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
DIBOLL BOOSTER CLUB P.O. DRAWER N DIBOLL, TX 75941	NONE	PUBLIC	FUNDRAISER	\$ 2,000.
EAST TEXAS PAWS P.O. BOX 2151 LUFKIN, TX 75902	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
ELLEN TROUT ZOO 402 ZOO CIRCLE DR LUFKIN, TX 75904	NONE	PUBLIC	GENERAL OPERATIONS	5,200.
FIRST UNITED METHODIST CHURCH 805 E. DENMAN AVENUE LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	20,000.
FULLER SPRINGS VOLUNTEER FIRE P.O. BOX 773 LUFKIN, TX 75902	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
GODTEL MINISTRIES 323 MOODY ST. LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
GOODWILL INDUSTRIES 301 HILL ST LUFKIN, TX 75904	NONE	PUBLIC	YOUTH WORKS! PROJECT	5,000.
HABITAT FOR HUMANITY C/O PRESCOTT GROUP DALLAS, TX	NONE	PUBLIC	GENERAL OPERATIONS	1,500.
HORACE C. POLK, JR. REGIONAL 1201 FRANK ST LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
HOSPICE IN THE PINES 116 SOUTH RAGUET LUFKIN, TX 75904	NONE	PUBLIC	GENERAL OPERATIONS	5,200.
HUMANE SOCIETY OF ANGELINA COU P.O. BOX 472 LUFKIN, TX 75902	NONE	PUBLIC	GENERAL OPERATIONS	1,300.
JUNIOR LEAGUE OF LUFKIN P.O. BOX 151812 LUFKIN, TX 75915	NONE	PUBLIC	COMMUNITY FUND	1,000.

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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LOVE, INC OF LUFKIN P.O. BOX 153311 LUFKIN, TX 75902	NONE	PUBLIC	GENERAL OPERATIONS	\$ 2,000.
LUFKIN ISD 900 EAST DENMAN LUFKIN, TX 75901	NONE	PUBLIC	SENIOR 2008 TOP 40 BANQUET; PROJECT CELEBRATION	2,705.
LHS ALUMNI ASSOCIATION 900 EAST DENMAN LUFKIN, TX 75901	NONE	PUBLIC	SCHOLARSHIP FUND	11,000.
MEMORIAL HEALTH SYSTEM OF EAST 1201 W. FRANK LUFKIN, TX 75901	NONE	PUBLIC	DIALYSIS CENTER	35,000.
MOFFETT VOLUNTEER FIRE DEPT RT. 13, BOX 5866 LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
MOSAIC CENTER P.O. BOX 154225 LUFKIN, TX 75915	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
MUSEUM OF EAST TEXAS 503 E. SECOND LUFKIN, TX 75901	NONE	PUBLIC	ENDOWMENT	10,625.
RISE SCHOOL OF AUSTIN 4220 MONTERREY OAKS BLVD AUSTIN, TX 78749	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
SALVATION ARMY 412 SOUTH THIRD STREET LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	10,000.
TEXAS FORESTRY MUSEUM P.O. BOX 1488 LUFKIN, TX 75902	NONE	PUBLIC	CROSSCUT PUBLICATION	5,000.
TEXAS SCOTTISH RITE HOSPITAL 2222 WELBORN STREET DALLAS, TX 75219	NONE	PUBLIC	GENERAL OPERATIONS	20,000.
UNITED WAY OF ANGELINA COUNTY P.O. BOX 1764 LUFKIN, TX 75902	NONE	PUBLIC	FUNDRAISER	400.

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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF TEXAS P.O. BOX 7399 AUSTIN, TX 78713	NONE	PUBLIC	GENERAL OPERATIONS	\$ 15,000.
WOMEN'S SHELTER OF EAST TEXAS 910 SOUTH ST NACOGDOCHES, TX 75964	NONE	PUBLIC	GENERAL OPERATIONS	8,000.
FIRST STREET ARTS CENTER 104 S. FIRST STREET LUFKIN, TX 75901	NONE	PUBLIC	PROGRAMS	2,000.
PREVENT BLINDNESS OF TEXAS 1405 TURTLE CREEK LUFKIN, TX 75904	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
STEPHEN F. AUSTIN STATE UNIVERSITY P.O. BOX 6109 SFA STATION NACOGDOCHES, TX 75962	NONE	PUBLIC	FORESTRY DEPARTMENT OPERATIONS	45,000.
TEXAS FOREST ASSOCIATION P.O. BOX 1488 LUFKIN, TX 75902	NONE	PUBLIC	EDUCATIONAL FUND	4,000.
WOUNDED WARRIORS 1719 N. 60TH ST. OMAHA, NE 68104	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
BURKE CENTER 4101 S. MEDFORD DRIVE LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
CHRISTOPHER GREER MEMORIAL SCHOLARSHIP F 3410 ENDICOTT LANE PEARLAND, TX 77584	NONE	PUBLIC	EDUCATIONAL SCHOLARSHIPS	300.
FIRST CHRISTIAN CHURCH 1300 S. FIRST STREET LUFKIN, TX 75901	NONE	PUBLIC	GENERAL OPERATIONS	3,500.
DOCTORS WITHOUT BORDERS P.O. BOX 5030 HAGERSTOWN, MD 21741	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
LUFKIN FIRST PRESBYTERIAN 607 JANEWAY AVENUE LUFKIN, TX 75904	NONE	PUBLIC	GENERAL OPERATIONS	200.

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## FEDERAL STATEMENTS

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CLIENT 03934000

SIMON &amp; LOUISE HENDERSON FOUNDATION

75-6022769

12/12/11

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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MS SOCIETY LONE STAR CHAPTER 8111 N. STADIUM DRIVE, SUITE 100 HOUSTON, TX 77054	NONE	PUBLIC	GENERAL OPERATIONS	\$ 200.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
ST. CYPRIAN'S EPISCOPAL SCHOOL 1115 S. JOHN REDDITT LUFKIN, TX 75904	NONE	PUBLIC	GENERAL OPERATIONS	200.
THE FAMILY PLACE P.O. BOX 7999 DALLAS, TX 75209	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
LUFKIN TEXAS EXES INC P.O. BOX 713 LUFKIN, TX 75902	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THE VINCENT CLUB 71 BRIMMER STREET BOSTON, MA 02108	NONE	PUBLIC	VINCENT MEMORIAL HOSPITAL OPERATIONS	750.
ALZHEIMERS ASSOCIATION P.O. BOX 630636 NACOGDOCHES, TX 75963	NONE	PUBLIC	GENERAL OPERATIONS	200.
<b>TOTAL</b>				<b>\$ 290,230.</b>

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