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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation

Simon & Louise Henderson Foundation

A Employer identification number

75-6022769

Number and street (or P O box number if mail is not delivered to street address)
P O Box 1365

Room/suite

B Telephone number (see page 10 of the instructions)

(936) 634-3448

City or town, state, and ZIP code
Lufkin, TX 75902**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

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, col. (c), line 16) **\$** 10,349,077 **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(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 (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	92,793	92,793		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	76,942			
b	Gross sales price for all assets on line 6a \$ 528,646				
7	Capital gain net income (from Part IV, line 2)		76,942		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	169,735	169,735		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,805	1,403	1,402	
c	Other professional fees (attach schedule)	6,660	3,330		3,330
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	3,518			
19	Depreciation (attach schedule) and depletion	0			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	12	6		6
24	Total operating and administrative expenses.				
	Add lines 13 through 23	12,995	4,739		4,738
25	Contributions, gifts, grants paid	263,983			263,983
26	Total expenses and disbursements. Add lines 24 and 25	276,978	4,739		268,721
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-107,243			
b	Net investment income (if negative, enter -0-)		164,996		
c	Adjusted net income (if negative, enter -0-)				

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
1	Cash—non-interest-bearing	63,639	2,080	2,080
2	Savings and temporary cash investments	6,907	62,088	62,088
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			150
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	347,348	247,667	10,284,759
c	Investments—corporate bonds (attach schedule)			
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 the instructions Also, see page 1, item I)	417,894	311,835	10,349,077
17	Accounts payable and accrued expenses			
18	Grants payable	212,441	319,202	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)	316	1,500	
23	Total liabilities (add lines 17 through 22)	212,757	320,702	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	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 ► <input checked="" type="checkbox"/>			
	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, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-815,338	-1,029,342	
30	Total net assets or fund balances (see page 17 of the instructions)	205,137	-8,867	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	417,894	311,835	

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	205,137
2	Enter amount from Part I, line 27a	2	-107,243
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	97,894
5	Decreases not included in line 2 (itemize) ►	5	106,761
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-8,867

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 76,942
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3

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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	312,356	4,473,937	0 06982
2008	295,480	6,555,033	0 04508
2007	331,451	6,354,909	0 05216
2006	245,284	6,377,297	0 03846
2005	146,467	5,006,387	0 02926
2 Total of line 1, column (d).			2 0 23477
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 04695
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.			4 7,575,645
5 Multiply line 4 by line 3.			5 355,707
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,650
7 Add lines 5 and 6.			7 357,357
8 Enter qualifying distributions from Part XII, line 4.			8 268,721

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	3,300
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	3,300
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,300
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,800
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	1,800
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 <input type="checkbox"/>	9	1,500
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	Yes	No
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?	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	Yes	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	No

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 page 20 of the instructions).	<input type="checkbox"/> 11		<input type="checkbox"/> No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input type="checkbox"/> 12		<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> Yes	
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 ►	<input type="checkbox"/> 15
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16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	<input type="checkbox"/> 16
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See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)?	<input type="checkbox"/> 1b		<input type="checkbox"/> No
	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 2010?	<input type="checkbox"/> 1c		<input type="checkbox"/> No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	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 page 20 of the instructions)	<input type="checkbox"/> 2b		<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010).	<input type="checkbox"/> 3b		<input type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a		<input type="checkbox"/> No
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 2010?	<input type="checkbox"/> 4b		<input type="checkbox"/> No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
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 page 22 of the 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
Holly Henderson 2512 Ridgeview austin, TX 78704	Treasurer 1 00	0		
HONEA H ROTHERMEL 4580 Belfort Place Dallas, TX 75205	Vice President 1 00	0		
Virginia L Henderson 4803 Champions Lufkin, TX 75901	Secretary 0 00	0		
SIMON W HENDERSON III 1110 HARMONY HILL LUFKIN, TX 75901	PRESIDENT 1 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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.				<input checked="" type="checkbox"/>

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

1	
2	
All other program-related investments See page 24 of the instructions	
3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities.	1a	7,593,034
b Average of monthly cash balances.	1b	97,976
c Fair market value of all other assets (see page 24 of the instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	7,691,010
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2 Acquisition indebtedness applicable to line 1 assets.	2	
3 Subtract line 2 from line 1d.	3	7,691,010
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	115,365
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,575,645
6 Minimum investment return. Enter 5% of line 5.	6	378,782

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6.	1	378,782
2a Tax on investment income for 2010 from Part VI, line 5.	2a	3,300
b Income tax for 2010 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	3,300
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	375,482
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	375,482
6 Deduction from distributable amount (see page 25 of the instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	375,482

Part XII Qualifying Distributions (see page 25 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	268,721
b Program-related investments—total from Part IX-B.	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required).	3a	
b Cash distribution test (attach the required schedule).	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	268,721
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 page 26 of the instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	268,721

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				375,482
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			212,441	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ _____ 268,721				
a Applied to 2009, but not more than line 2a			212,441	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2010 distributable amount.				56,280
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				319,202
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009.				
e Excess from 2010.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. <input type="text"/>			
2a	Check box to indicate whether the organization 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)(iii).			
(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 page 27 of the 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))

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

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 page 28 of the 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

Simon Louise Henderson Foundation
PO Box 1365
Lufkin, TX 75902
(936) 634-2448

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

No set format required

c Any submission deadlines

None

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

Preferred geographical area is east Texas

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	263,983
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.				14	92,793	
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory				18	76,942	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					169,735	
13 Total Add line 12, columns (b), (d), and (e).				13		169,735
(See worksheet in line 13 instructions on page 28 to verify calculations)						

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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 or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangement

(8) Performance of services or membership or fundraising solicitations.

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

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.

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

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	
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>			
<p>*****</p>	<p>2011-03-18</p>	<p>*****</p>	
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>	
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>PTIN</p>
	<p>LORI A LAMB PC CPA</p>	<p>Check if self-employed <input type="checkbox"/></p>	
	<p>Axley & Rode LLP</p>	<p>Firm's EIN <input type="checkbox"/></p>	
	<p>1307 S 1st St</p>	<p>Phone no (936) 634-6621</p>	
<p>Lufkin, TX 75901-4717</p>			

Additional Data

Software ID: 10000105
Software Version: 2010v3.2
EIN: 75-6022769
Name: Simon & Louise Henderson Foundation

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
A	54 VISA INC CLASS A	P	2010-03-03	2010-11-17
B	78 UNILEVER N V NY SHS (NEW)	P	2010-03-03	2010-03-09
C	88 THERMO FISHER SCIENTIFIC INC	P	2010-03-03	2010-11-17
D	94 THE TRAVELERS COMPANIES, INC	P	2010-03-03	2010-11-17
E	115 THE BANK OF NY MELLON CORP	P	2010-05-12	2010-11-17
F	61 TARGET CORPORATION	P	2010-03-03	2010-09-28
G	73 TARGET CORPORATION	P	2010-03-03	2010-08-25
H	29 TARGET CORPORATION	P	2010-03-03	2010-07-13
I	35 TARGET CORPORATION	P	2010-03-03	2010-04-13
J	77 STAPLES, INC	P	2010-03-09	2010-11-17
K	77 STAPLES, INC	P	2010-03-03	2010-11-17
L	125 STAPLES, INC	P	2010-04-13	2010-11-17
M	74 SOUTHWESTERN ENERGY CO	P	2010-10-13	2010-11-17
N	85 SCHLUMBERGER LTD	P	2010-03-03	2010-11-17
O	39 QUALCOMM INC	P	2010-09-28	2010-11-17
P	97 QUALCOMM INC	P	2010-03-03	2010-11-17
Q	37 PRAXAIR, INC SERIES	P	2010-03-03	2010-11-17
R	38 PRAXAIR, INC SERIES	P	2010-03-03	2010-09-21
S	173 ORACLE CORPORATION	P	2010-03-03	2010-11-17
T	98 ORACLE CORPORATION	P	2010-03-03	2010-07-08
U	81 OCCIDENTAL PETROLEUM CORP	P	2010-03-03	2010-11-17
V	22 NIKE CLASS-B CLASS B	P	2010-03-03	2010-11-30
W	80 NIKE CLASS-B CLASS B	P	2010-03-03	2010-11-17
X	43 MC DONALDS CORP	P	2010-03-03	2010-11-17
Y	79 LOWES COMPANIES INC	P	2010-09-28	2010-11-17
Z	112 LOWES COMPANIES INC	P	2010-07-13	2010-11-17
AA	147 JPMORGAN CHASE & CO	P	2010-03-03	2010-11-17
AB	92 JOHNSON & JOHNSON	P	2010-03-03	2010-11-17
AC	133 HONEYWELL INTL INC	P	2010-03-03	2010-11-17
AD	43 HONEYWELL INTL INC	P	2010-03-09	2010-10-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
AE	30 HONEYWELL INTL INC	P	2010-03-03	2010-10-19
AF	99 HEWLETT-PACKARD CO	P	2010-03-03	2010-06-15
AG	71 HEWLETT-PACKARD CO	P	2010-03-03	2010-06-09
AH	42 HEWLETT-PACKARD CO	P	2010-03-03	2010-04-13
AI	7 GOOGLE, INC CLASS A	P	2010-06-15	2010-11-17
AJ	3 GOOGLE, INC CLASS A	P	2010-06-09	2010-11-17
AK	40 GENERAL MILLS INC	P	2010-07-08	2010-11-17
AL	70 GENERAL MILLS INC	P	2010-05-18	2010-11-17
AM	305 GENERAL ELECTRIC CO	P	2010-10-13	2010-11-17
AN	40 FREEPORT-MCMORAN COPPER	P	2010-03-03	2010-11-17
AO	29 FRANKLIN RESOURCES INC	P	2010-03-03	2010-06-09
AP	29 FRANKLIN RESOURCES INC	P	2010-03-03	2010-05-18
AQ	25 FRANKLIN RESOURCES INC	P	2010-03-03	2010-05-12
AR	81 EOG RESOURCES INC	P	2010-03-03	2010-10-13
AS	29 EOG RESOURCES INC	P	2010-03-03	2010-08-25
AT	99 EMERSON ELECTRIC CO	P	2010-03-03	2010-11-17
AU	48 EMERSON ELECTRIC CO	P	2010-03-03	2010-10-13
AV	92 COSTCO WHOLESALE CORP	P	2010-03-03	2010-11-17
AW	118 CISCO SYSTEMS, INC	P	2010-03-03	2010-11-17
AX	234 CHARLES SCHWAB CORP	P	2010-03-03	2010-11-17
AY	80 BOEING COMPANY	P	2010-03-03	2010-11-17
AZ	30 BOEING COMPANY	P	2010-03-03	2010-03-09
BA	60 BIOGEN IDEC INC	P	2010-03-03	2010-11-17
BB	121 BAXTER INTERNATIONAL INC	P	2010-03-03	2010-11-17
BC	138 AT&T INC	P	2010-03-03	2010-05-18
BD	151 AT&T INC	P	2010-03-03	2010-05-12
BE	23 APPLE, INC	P	2010-03-03	2010-11-17
BF	1 APPLE, INC	P	2010-04-13	2010-07-21
BG	8 APPLE, INC	P	2010-03-03	2010-07-21
BH	7 APPLE, INC	P	2010-04-13	2010-07-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
BI	71 AFLAC INCORPORATED	P	2010-03-03	2010-11-17
BJ	37 AFLAC INCORPORATED	P	2010-04-13	2010-11-17
BK	325 WAL MART STORES INC	P	1999-03-30	2010-03-03
BL	600 WAL MART STORES INC	P	2001-01-31	2010-03-03
BM	68 PROCTER & GAMBLE CO	P	2000-11-30	2010-11-17
BN	59 PROCTER & GAMBLE CO	P	2000-11-30	2010-03-03
BO	600 PROCTER & GAMBLE CO	P	1999-12-20	2010-03-03
BP	100 PROCTER & GAMBLE CO	P	1999-03-30	2010-03-03
BQ	700 PFIZER INC	P	1999-11-10	2010-03-03
BR	450 PFIZER INC	P	1997-05-28	2010-03-03
BS	112 PEPSICO INC	P	2003-08-22	2010-11-17
BT	2 PEPSICO INC	P	1999-03-30	2010-11-17
BU	100 PEPSICO INC	P	2000-12-05	2010-03-03
BV	88 PEPSICO INC	P	2003-08-22	2010-03-03
BW	202 MICROSOFT CORP	P	1996-04-25	2010-11-17
BX	220 MICROSOFT CORP	P	2001-02-21	2010-03-03
BY	200 MICROSOFT CORP	P	2000-03-10	2010-03-03
BZ	61 MICROSOFT CORP	P	1996-04-25	2010-03-03
CA	1,500 GENERAL ELECTRIC CO	P	1993-07-15	2010-03-03
CB	48 EXXON MOBIL CORP	P	1999-03-01	2010-11-17
CC	398 EXXON MOBIL CORP	P	1999-03-01	2010-03-03
CD	800 EXXON MOBIL CORP	P	2000-06-07	2010-03-03
CE	375 DELL INC	P	2001-09-10	2010-03-03
CF	139 CONOCOPHILLIPS	P	1996-04-24	2010-03-03
CG	186 CONOCOPHILLIPS	P	2000-06-07	2010-03-03
CH	250 COCA-COLA COMPANY	P	1988-10-20	2010-03-03
CI	148 CISCO SYSTEMS, INC	P	1994-09-30	2010-11-17
CJ	239 BANK OF AMERICA CORP	P	2000-07-17	2010-11-17
CK	244 BANK OF AMERICA CORP	P	2000-07-17	2010-03-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	4,088		4,686	-598
B	2,415		2,415	
C	4,450		4,323	127
D	5,203		5,007	196
E	3,166		3,567	-401
F	3,313		3,159	154
G	3,748		3,780	-32
H	1,445		1,502	-57
I	1,966		1,812	154
J	1,542		1,773	-231
K	1,542		1,736	-194
L	2,504		2,978	-474
M	2,775		2,566	209
N	6,298		5,381	917
O	1,874		1,720	154
P	4,660		3,746	914
Q	3,358		2,840	518
R	3,345		2,917	428
S	4,837		4,249	588
T	2,264		2,407	-143
U	6,891		6,581	310
V	1,891		1,489	402
W	6,533		5,416	1,117
X	3,366		2,737	629
Y	1,693		1,761	-68
Z	2,400		2,365	35
AA	5,756		6,117	-361
AB	5,799		5,840	-41
AC	6,512		5,449	1,063
AD	1,996		1,820	176

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
AE	1,392		1,229	163
AF	4,672		5,069	-397
AG	3,282		3,636	-354
AH	2,255		2,151	104
AI	4,094		3,430	664
AJ	1,754		1,454	300
AK	1,417		1,466	-49
AL	2,479		2,591	-112
AM	4,825		5,321	-496
AN	3,913		3,182	731
AO	2,614		3,014	-400
AP	3,061		3,014	47
AQ	2,762		2,598	164
AR	8,001		7,774	227
AS	2,498		2,783	-285
AT	5,402		4,758	644
AU	2,579		2,307	272
AV	6,119		5,595	524
AW	2,312		2,937	-625
AX	3,538		4,252	-714
AY	5,012		5,156	-144
AZ	2,040		1,934	106
BA	3,883		3,408	475
BB	6,135		7,147	-1,012
BC	3,511		3,440	71
BD	3,877		3,764	113
BE	6,948		4,812	2,136
BF	258		242	16
BG	2,063		1,674	389
BH	1,817		1,694	123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	3,787		3,571	216
BJ	1,974		2,039	-65
BK	17,452		14,879	2,573
BL	32,220		32,100	120
BM	4,308		2,530	1,778
BN	3,750		2,195	1,555
BO	38,136		34,081	4,055
BP	6,356		4,958	1,398
BQ	12,110		24,150	-12,040
BR	7,785		7,472	313
BS	7,162		4,945	2,217
BT	128		78	50
BU	6,408		4,594	1,814
BV	5,639		3,885	1,754
BW	5,202		1,411	3,791
BX	6,266		6,538	-272
BY	5,696		9,388	-3,692
BZ	1,737		426	1,311
CA	24,068		12,130	11,938
CB	3,321		1,613	1,708
CC	26,120		13,370	12,750
CD	52,503		32,150	20,353
CE	5,134		8,573	-3,439
CF	6,869		2,106	4,763
CG	9,192		5,498	3,694
CH	13,500		1,342	12,158
CI	2,899		360	2,539
CJ	2,791		5,617	-2,826
CK	3,990		5,734	-1,744

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A			-598
B			
C			127
D			196
E			-401
F			154
G			-32
H			-57
I			154
J			-231
K			-194
L			-474
M			209
N			917
O			154
P			914
Q			518
R			428
S			588
T			-143
U			310
V			402
W			1,117
X			629
Y			-68
Z			35
AA			-361
AB			-41
AC			1,063
AD			176

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
AE			163
AF			-397
AG			-354
AH			104
AI			664
AJ			300
AK			-49
AL			-112
AM			-496
AN			731
AO			-400
AP			47
AQ			164
AR			227
AS			-285
AT			644
AU			272
AV			524
AW			-625
AX			-714
AY			-144
AZ			106
BA			475
BB			-1,012
BC			71
BD			113
BE			2,136
BF			16
BG			389
BH			123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI			216
BJ			-65
BK			2,573
BL			120
BM			1,778
BN			1,555
BO			4,055
BP			1,398
BQ			-12,040
BR			313
BS			2,217
BT			50
BU			1,814
BV			1,754
BW			3,791
BX			-272
BY			-3,692
BZ			1,311
CA			11,938
CB			1,708
CC			12,750
CD			20,353
CE			-3,439
CF			4,763
CG			3,694
CH			12,158
CI			2,539
CJ			-2,826
CK			-1,744

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
Lions Club of Lufkin 121 Henderson St Lufkin, TX 75904	None	Public	rodeo	50
National Wild Turkey Federation PO Box 530 Edgefield, SC 29824	None	Public	general operations	60
Lufkin Swim Team Booster Club 309 S Medford Dr Lufkin, TX 75901	None	Public	support swim team	100
Angelina County Expo Center PO BOX 1606 LUFKIN, TX 75902	None	Public	general operations	500
Odyssey HOspice 902 N WHEELER SUITE 1 JASPER, TX 75851	None	Public	general operations	300
The Univ of Texas longhorn foundati PO BOX 13178 AUSTIN, TX 78711	None	Public	general operations	15,000
New Hope Baptist Church 671 COUNTY ROAD 53 MOUNDVILLE, AL 35474	None	Public	general operations	200
The Hockaday School 11600 WELCH RD DALLAS, TX 75229	None	Public	general operations	200
St Andrews Catholic Church 1611 FEAGIN LUFKIN, TX 75904	None	Public	general operations	450
Boy Scouts of America 1331 E 5th Street Tyler, TX 75701	None	Public	2010 friends of scouting	435
The Family Place PO Box 7999 Dallas, TX 75209	None	Public	general operations	2,000
Doctors without Borders PO Box 5030 Hagerstown, MD 21741	None	Public	general operations	1,000
Burke Center 4101 S Medford Drive Lufkin, TX 75901	None	Public	General operations	5,000
Texas Forest Association PO Box 1488 Lufkin, TX 75902	None	Public	Educational Fund, building	10,000
Stephen F Austin State University PO Box 6109 SFA Station Nacogdoches, TX 75962	None	Public	Forestry Department Operations	35,000
Total			► 3a	263,983

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
Planned Parenthood of angelina coun 1404 Frank Lufkin, TX 75901	None	Public	General operations	3,000
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509	None	Public	General operations	1,000
Women's Shelter of East Texas 910 South St Nacogdoches, TX 75964	None	Public	Building Fund	8,000
United Way of Angelina County PO Box 1764 Lufkin, TX 75902	None	Public	Fundraiser	400
Texas Scottish Rite Hospital 2222 Welborn Street Dallas, TX 75219	None	Public	General Operations	20,000
Texas Forestry Museum PO Box 1488 Lufkin, TX 75902	None	Public	Treemendous celebration	5,750
Salvation Army 412 South Third Street Lufkin, TX 75901	None	Public	General Operations	10,000
Museum of East Texas 503 E Second Lufkin, TX 75901	None	Public	Endowment	10,000
Mosaic Center PO Box 154225 Lufkin, TX 75915	None	Public	General Operations	5,000
Moffett Volunteer Fire Dept Rt 13 Box 5866 Lufkin, TX 75901	None	Public	General Operations	1,000
Memorial Health System of East 1201 W Frank Lufkin, TX 75901	None	Public	Dialysis Center	20,000
LHS Alumni Association 900 East Denman Lufkin, TX 75901	None	Public	Scholarship Fund	10,200
Lufkin ISD 900 East Denman Lufkin, TX 75901	None	Public	Senior 2010 Top 40 Banquet, project celebration	5,638
Love Inc of Lufkin PO Box 153311 Lufkin, TX 75902	None	Public	General Operations	2,000
Junior League of Lufkin PO Box 151812 Lufkin, TX 75915	None	Public	Community fund	1,000
Total			► 3a	263,983

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
Humane Society of Angelina Cou PO Box 472 Lufkin, TX 75902	None	Public	General Operations	2,000
Hospice in the Pines 116 South Raguet Lufkin, TX 75904	None	Public	general operations	5,200
Horace C Polk Jr Regional 1201 Frank St Lufkin, TX 75901	None	Public	General Operations	1,000
Habitat For Humanity of Angelina County Lufkin, TX 75901	None	Public	General operations	3,000
Goodwill Industries 301 Hill St Lufkin, TX 75904	None	Public	Youth Works! Project	5,000
Godtel Ministries 323 Moody St Lufkin, TX 75901	None	Public	General Operations	5,000
Fuller Springs Volunteer Fire PO Box 773 Lufkin, TX 75902	None	Public	General Operations	1,000
First United Methodist Church 805 E Denman Avenue Lufkin, TX 75901	None	Public	General Operations	20,000
Ellen Trout Zoo 402 Zoo Circle Dr Lufkin, TX 75904	None	Public	General Operations	5,000
East Texas PAWS PO Box 2151 Lufkin, TX 75902	None	Public	General Operations	1,000
Christian Information and Serv PO Box 2621 Lufkin, TX 75902	None	Public	General Operations	5,000
Buckner Children Family Serv 3402 Daniel McCall Dr 21 Lufkin, TX 75904	None	Public	General Operations	5,000
Boys Girls Club of East TX PO Box 631345 Nacogdoches, TX 75963	None	Public	General Operations/Lufkin	10,000
Beth and Horace Stubblefield L 206 N John Reddit Drive Lufkin, TX 75904	None	Public	General Operations	10,000
Angelina County Child Welfare 117 E Lufkin Avenue Lufkin, TX 75901	None	Public	Christmas party for foster children	5,000
Total			► 3a	263,983

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
Angelina Cty Chamb of Com Fdn PO Box 1606 Lufkin, TX 75902	None	Public	Salute to healthcare donation	1,000
Angelina Beautiful Clean 1615 S Chestnut Lufkin, TX 75901	None	Public	Lufkin Landscape Projects	1,500
Angelina Alliance for Children PO Box 1922 Lufkin, TX 75902	None	Public	General Operations	5,000
Total			► 3a	263,983

TY 2010 Accounting Fees Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXLEY & RODE LLP	2,805	1,403	0	1,402

**TY 2010 Investments Corporate
Stock Schedule**

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 10000105

Software Version: 2010v3.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
170720 lufkin industries	88,000	10,089,630
55 visa inc	4,411	3,871
91 thermo fisher scientific	4,470	5,038
98 the travelers companies	5,220	5,460
174 the bank of ny mellon	5,003	5,255
283 staples inc	6,104	6,444
82 southwestern energy	2,843	3,069
93 schlumberger ltd	5,888	7,766
140 qualcomm	5,407	6,929
73 procter & gamble co	2,716	4,696
41 praxair inc	3,147	3,914
123 pepsico inc	4,820	8,036
179 oracle corp	4,396	5,603
85 occidental petroleum	6,633	8,339
60 nike class b	4,062	5,125
217 microsoft	1,516	6,056
44 mcdonalds corp	2,801	3,377
199 lowes companies	4,120	4,991
152 jp morgan chase	6,325	6,448
93 johnson & johnson	5,904	5,752
137 honeywell intl	5,613	7,283
11 google inc	5,224	6,534
112 general mills	4,099	3,986
316 general electric	5,122	5,780
42 freeport-mcmoran copper	3,341	5,043
54 exxon mobil corp	1,814	3,948
102 emerson electric	4,902	5,831
93 costco wholesale	5,655	6,716
277 cisco systems	673	5,604
249 charles schwab corp	4,523	4,259

Name of Stock	End of Year Book Value	End of Year Fair Market Value
82 boeing company	5,262	5,351
65 biogen idec inc	3,692	4,358
127 baxter international	7,502	6,429
242 bank of america	5,687	3,228
25 apple inc	5,230	8,064
116 aflac	5,542	6,546

TY 2010 Other Decreases Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 10000105

Software Version: 2010v3.2

Description	Amount
Increase in Grants Payable	106,761

TY 2010 Other Expenses Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	12	6		6

TY 2010 Other Liabilities Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 10000105

Software Version: 2010v3.2

Description	Beginning of Year - Book Value	End of Year - Book Value
Federal Excise Tax Payable	316	1,500

TY 2010 Other Professional Fees Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GOLDMAN SACHS- MANAGEMENT FEES	6,660	3,330	0	3,330

TY 2010 Taxes Schedule

Name: Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 10000105**Software Version:** 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	3,518			

SIMON & LOUISE HENDERSON FOUNDATION
FORM 990-PF, ID #75-6022769
PART X, LINE 1a
AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE YEAR ENDED DECEMBER 31, 2010

SECURITY	BOOK	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET	NO OF	MARKET													
	VALUE	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES	SHARES	VALUES													
	12/31/2010	DECEMBER		NOVEMBER		OCTOBER		SEPTEMBER		AUGUST		JULY		JUNE		MAY		APRIL		MARCH		FEBRUARY		JANUARY												
AFLAC INCORPORATED	5 542	116	6 546	116	5 974	224	12 519	224	11 583	224	10 584	224	11 019	224	9 558	187	8 284	187	9 530	150	8 144															
APPLE INC	5 230	25	8 064	25	7 779	48	14 447	48	13 620	48	11 669	48	12 348	64	16 098	64	16 440	64	16 710	56	13 160															
AT&T																																				
BANK OF AMERICA CORP	5 687	242	3 228	242	2 650	481	5 507	481	6 302	481	5 993	481	6 753	481	6 912	481	7 571	481	8 576	481	8 586	725	12 078	725	11 005											
BAXTER INTERNATIONAL	7 502	127	6 429	127	6 166	248	12 631	248	11 832	248	10 552	248	10 855	248	10 079	248	10 473	248	11 711	248	14 434															
BIOGEN IDEC INC	3 692	65	4 358	65	4 158	125	7 839	125	7 015	125	6 725	125	6 985	125	5 931	125	5 929	125	6 661	125	7 174															
BOEING COMPANY	5 262	82	5 351	82	5 229	162	11 444	162	10 780	130	7 947	130	8 858	130	8 158	130	8 344	130	9 416	130	9 439															
CHARLES SCHWAB CORP	4 524	249	4 260	249	3 742	483	7 443	483	6 714	483	6 163	483	7 144	483	6 849	483	7 892	483	9 317	483	9 027															
CISCO SYSTEMS INC	673	277	5 604	277	5 307	543	12 413	543	11 892	543	10 852	543	12 527	543	11 571	543	12 576	543	14 623	543	14 134	425	10 340	425	9 550											
COCA COLA CO																						250	13 180	250	13 562											
CONOCOPHILLIPS																						325	15 600	325	15 600											
COSTCO WHOLESALE CORP	5 655	93	6 716	93	6 289	185	11 612	185	11 931	185	10 453	185	10 491	185	10 144	185	10 776	185	10 930	185	11 046		375	4 965	375	4 838										
DELL COMPUTER CORP																																				
EMERSON ELECTRIC CO	4 902	102	5 831	102	5 618	201	11 035	249	13 112	249	11 616	249	12 335	249	10 879	249	11 564	249	13 005	249	12 535															
EOG RESOURCES																						110	12 333	110	10 223											
EXXON MOBIL CORP	1 814	54	3 947	54	3 756	102	6 782	102	6 303	102	6 029	102	6 087	102	5 821	102	6 167	102	6 913	102	6 832	1 300	84 500	1 300	83 759											
FRANKLIN RESOURCES																						29	2 845	83	9 205											
FREEPORT MCMORAN COPPER	3 341	42	5 044	42	4 255	82	7 773	82	7 002	82	5 903	82	5 866	82	4 849	82	5 744	82	6 194	82	6 850		1 500	24 090	1 500	24 120										
GENERAL ELECTRIC CO	5 122	316	5 779	316	5 002	621	9 948																													
GENERAL MILLS INC	4 099	112	3 986	112	3 957	222	8 339	222	8 112	222	8 028	222	7 592	148	5 257	74	5 271																			
GOOGLE INC	5 224	11	6 534	11	6 113	21	12 888	21	11 041	21	9 450	21	10 182	14	6 229																					
HEW 39;WELL PACKARD CO																																				
HONEYWELL INTL	5 613	137	7 283	137	6 810	270	12 720	343	15 070	343	13 398	343	14 701	343	13 387	343	14 670	343	16 282	343	15 528															
JOHNSON & JOHNSON	5 904	93	5 752	93	5 724	185	11 792	185	11 463	185	10 549	185	10 747	185	10 926	185	10 786	185	11 896	185	12 062															
JP MORGAN CHASE	6 325	152	6 448	152	5 685	299	11 251	299	11 380	299	10 872	299	12 044	299	10 946	299	11 835	299	12 731	299	13 380															
LOWES COMPANIES	4 120	199	4 991	199	4 517	390	8 323	390	8 693	311	6 307	159	3 298																							
MCDONALDS CORP	2 801	44	3 377	44	3 445	87	6 766	87	6 482	87	6 356	87	6 067	87	5 731	87	5 818	87	6 141	87	5 805															
MICROSOFT CORP	1 516	217	6 056	217	5 481	419	11 173	419	10 261	419	9 832	419	10 814	419	9 641	419	10 810	419	12 794	419	12 272	900	25 803	900	25 362											
NIKE CLASS B	4 062	60	5 125	60	5 168	162	13 193	162	12 983	162	11 340	162	11 930	162	10 943	162	11 723	162	12 297	162	11 907															
Occidental Petroleum	6 633	85	8 339	85	7 494	166	13 053	166	12 998	166	12 131	134	10 443	134	10 338	134	11 056	134	11 881	134	11 328															
ORACLE CORPORATION	4 396	179	5 603	179	4 841	352	10 342	352	9 451	352	7 689	352	8 321	450	9 657	450	10 157	450	11 640	450	11 569															
PEPSICO INC	4 820	123	8 036	123	7 950	237	15 476	237	15 746	237	15 211	237	15 384	237	14 445	237	14 905	237	15 457	237	15 680	425	26 550	425	25 338											
PFIZER INC																						1 150	20 183	1 150	21 459											
PRAXAIR INC	3 147	41	3 914	41	3 774	78	7 125	78	7 040	116	9 980	116	10 071	116	8 815	116	9 002	116	9 717	116	9 628															
PROCTER & GAMBLE CO	2 716	73	4 696	73	4 458	141	8 963	141	8 456	141	8 413	141	8 624	141	8 457	141	8 614	141	8 765	141	8 921	900	56 952	900	55 395											
QUALCOMM INC	5 407	140	6 929	140	6 555	276	12 464	276	12 457	237	9 077	237	9 025	237	7 783	237	8 428	237	9 167	237	9 944															
SCHLUMBERGER LTD	5 888	93	7 766	93	7 193	178	12 440	178	10 967	178	9 493	178	10 619	178	9 851	178	9 995	178	12 713	178	11 296															
SOUTHWESTERN ENERGY CO	2 843	82	3 069	82	2 968	156	5 279																													
STAPLES INC	6 104	283	6 444	283	6 229	562	11 532	562	11 757	464	8 245	464	9 433	464	8 839	464	9 985	464	10 921	339	7 935															
TARGET CORP																						61	3 121	134	6 877	163	8 015	163	8 888	163	9 270	198	10 415			
THE BANK OF NY MELLON CORF	5 003	174	5 255	174	4 696	232	5 814	232	6 062	232	5 628	232	5 816	232	5 728	232	6 310																			
THE TRAVELERS COMPANIES	5 219	98	5 460	98	5 291	192	10 598	192	10 003	192	9 406	192	9 686	192	9 456	192	9 498	192	9 742	192	10 356															
thermo Fisher Scientific	4 470	91	5 038	91	4 628	179	9 204	179	8 571	179	7 539	179	8 030	179	8 780	179	9 319	179	9 895	179	9 208															
VISA INC	4 410	55	3 871	55	4 062	109	8 519	109	8 094	109	7 519	109	7 995	83	5 872	83	6 014	83	7 489	83	7 555															
WAL-MART STORES INC																																				
LUFKIN INDUSTRIES	88 000	#####	#####	#####	#####	8 562 746	#####	8 016 767	#####	7 159 753	#####	6 775 178	#####	6 942 125	#####	7 086 548	85 360	6 778 651	85 360	7 335 229	85 360	6 652 476	85 360	5 958 577	85 360	6 006 019										
TOTALS	247 666	#####	#####	#####	#####	8 745 710	#####	8 375 414	#####	7 502 457	#####	7 086 284	#####	7 271 817	#####	7 393 314	#####	7 105 695	#####	7 695 910	#####	7 006 790	#####	6 302 833	#####	6 345 430	#####	#####	#####	#####	#####	#####	#####	#####	#####	#####
AVERAGE SECURITIES BALANCE	7 593 034																																			

SIMON & LOUISE HENDERSON FOUNDATION
FORM 990-PF, I.D. #75-6022769
PART X, LINE 1b
AVERAGE OF MONTHLY CASH BALANCES
FOR THE YEAR ENDED DECEMBER 31, 2010

CASH BALANCES	BOOK VALUE	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES
	12/31/2010	December	November	October	September	August	July	June	May	April	March	February	January	
Bancorp South	5,472	51,768	98,283	99,097	89,218	78,748	78,988	68,753	60,078	63,350	55,884	54,890	63,238	
Goldman Sachs	58,696	120,871	95,385	8,949	10,131	9,554	11,012	11,481	9,445	11,986	11,029	6,817	6,763	
TOTALS	64,168	172,639	193,668	108,046	99,349	88,302	90,000	80,234	69,522	75,336	66,913	61,706	70,001	
AVERAGE BALANCE		<u>97,976</u>												