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

OMB No 1545-0052

2011

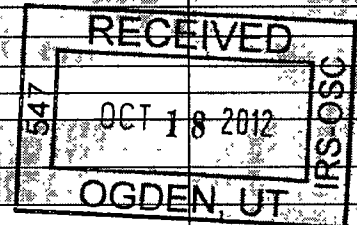
Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

HENDERSON-WESSENDORFF FOUNDATION
611 MORTON STREET
RICHMOND, TX 77469A Employer identification number
74-6047149B Telephone number (see the instructions)
(281) 342-2044C 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 ☐G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
Part I, column (d) must be on cash basisFair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
Part I, column (d) must be on cash basis

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 instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	23,842,059.				
	2 Ck ☐ if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments	15,994.	15,994.			
	4 Dividends and interest from securities	202,984.	202,984.			
	5a Gross rents	762,562.	762,562.			
	b Net rental income or (loss)	762,562.				
	6a Net gain/(loss) from sale of assets not on line 10	31,068.				
	b Gross sales price for all assets on line 6a	4,937,422.				
	7 Capital gain net income (from Part IV, line 2)		31,068.			
	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/(loss) (att sch)						
11 Other income (attach schedule)	SEE STATEMENT 1	823.	823.			
12 Total. Add lines 1 through 11		24,855,490.	1,013,431.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	265,756.	37,769.		227,987.	
	14 Other employee salaries and wages	289,211.	10,935.		278,276.	
	15 Pension plans, employee benefits	119,315.	6,168.		113,147.	
	16a Legal fees (attach schedule)	SEE ST 2	97,689.	68,382.		29,307.
	b Accounting fees (attach sch)					
	c Other prof fees (attach sch)	SEE ST 3	130,581.	130,581.		
	17 Interest		46.	46.		
	18 Taxes (attach schedule)(see instrs)	SEE STM 4	137,775.	48,823.		48,036.
	19 Depreciation (attach sch) and depletion		101,882.	21,572.		
	20 Occupancy					
	21 Travel, conferences, and meetings		7,443.	3,722.		3,721.
	22 Printing and publications					
	23 Other expenses (attach schedule)	SEE STATEMENT 5	467,181.	83,545.		383,636.
	24 Total operating and administrative expenses. Add lines 13 through 23		1,616,879.	411,543.		1,084,110.
	25 Contributions, gifts, grants paid PART XV		482,154.			482,154.
26 Total expenses and disbursements. Add lines 24 and 25		2,099,033.	411,543.	0.	1,566,264.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		22,756,457.				
b Net investment income (if negative, enter -0-)			601,888.			
c Adjusted net income (if negative, enter -0-)				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		
ASSETS	1	Cash — non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		552,163.	546,406.	546,406.
	3	Accounts receivable 4,125.				
		Less: allowance for doubtful accounts ▶		4,125.	4,125.	4,125.
	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 instructions)				
	7	Other notes and loans receivable (attach sch) ▶ 1,634,037.				
		Less: allowance for doubtful accounts ▶			1,634,037.	1,634,037.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	6,954,782.	8,890,442.	9,775,198.	
	c	Investments — corporate bonds (attach schedule)		2,152,753.	2,135,127.	
	11	Investments — land, buildings, and equipment: basis ▶ 16,282,131.				
	Less: accumulated depreciation (attach schedule) SEE STMT 6 ▶ 148,956.	253,121.	16,133,175.	16,133,175.		
12	Investments — mortgage loans					
13	Investments — other (attach schedule)		1,100,760.	1,148,404.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ SEE STATEMENT 7)	2,663.	71,692.	71,692.		
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	7,767,354.	30,533,890.	31,448,664.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)		7,679.		
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	7,679.		
NET ASSETS OR FUND BALANCES		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				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	7,767,354.	30,526,211.		
	30	Total net assets or fund balances (see instructions)	7,767,354.	30,526,211.		
	31	Total liabilities and net assets/fund balances (see instructions)	7,767,354.	30,533,890.		

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	7,767,354.
2	Enter amount from Part I, line 27a	2	22,756,457.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,400.
4	Add lines 1, 2, and 3	4	30,526,211.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	30,526,211.

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)
1 a SEE STATEMENT 9				
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).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	31,068.
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 instructions). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see 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))
2010	805,338.	8,073,715.	0.099748
2009	955,511.	7,873,118.	0.121364
2008	589,581.	9,910,447.	0.059491
2007	513,929.	10,678,134.	0.048129
2006	551,155.	9,140,368.	0.060299

2 Total of line 1, column (d)	2	0.389031
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	0.077806
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	21,434,679.
5 Multiply line 4 by line 3	5	1,667,747.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,019.
7 Add lines 5 and 6	7	1,673,766.
8 Enter qualifying distributions from Part XII, line 4	8	2,080,311.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1 6,019.
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 6,019.
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 6,019.
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 43,484.	
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 43,484.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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 37,465.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 37,465. Refunded	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
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? If 'Yes,' attach a detailed description of the activities.		X
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
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?	X	
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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) 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? If 'No,' attach explanation	X	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>BEN JONES</u> Telephone no <u>(281) 342-2044</u> Located at <u>611 MORTON STREET RICHMOND TX</u> ZIP + 4 <u>77469</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>N/A</u>	16	Yes	No
				X

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.

	Yes	No
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2011?	1c	X
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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 instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
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 2011 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 2011)	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 2011?	4b	X

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

6b X

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? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

7b

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 10		265,756.	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
MARY ANN MCDONALD 3726 PEMBROOKE DRIVE RICHMOND, TX 77406	OFFICE MGR/AC 35	54,677.	0.	0.
JULIE GASTON 1513 FROST STREET ROSENBERG, TX 77471	GRANTS ASST. 40	50,211.	0.	0.

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

0

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.

	Expenses
1 OPERATION OF WELL SPRING CENTER - A RETREAT FACILITY OFFERED FOR USE BY UNRELATED TAX-EXEMPT ORGANIZATIONS TO HOLD RETREATS, RELIGIOUS AND EDUCATIONAL EVENTS. SEE SCHEDULE.	1,038,632.
2 SEE STATEMENT 11	
	45,478.
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.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1a	9,695,327.
b Average of monthly cash balances	1b	798,256.
c Fair market value of all other assets (see instructions)	1c	11,267,512.
d Total (add lines 1a, b, and c)	1d	21,761,095.
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	0.
3 Subtract line 2 from line 1d	3	21,761,095.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	326,416.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,434,679.
6 Minimum investment return. Enter 5% of line 5.	6	1,071,734.

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	1	1,071,734.
2a Tax on investment income for 2011 from Part VI, line 5	2a	6,019.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	6,019.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,065,715.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,065,715.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,065,715.

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	1a	1,566,264.
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	514,047.
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	2,080,311.
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)	5	6,019.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,074,292.

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.

BAA

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7.				1,065,715.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	431,087.			
e From 2010	482,722.			
f Total of lines 3a through e	913,809.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 2,080,311.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				1,065,715.
e Remaining amount distributed out of corpus.	1,014,596.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,928,405.			
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 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,928,405.			
10 Analysis of line 9:				
a Excess from 2007.				
b Excess from 2008				
c Excess from 2009	431,087.			
d Excess from 2010	482,722.			
e Excess from 2011.	1,014,596.			

BAA

Form 990-PF (2011)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	

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 12

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	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)				
<i>a Paid during the year</i> SEE ATTACHED	SEE ATTACHED	501C3	SEE ATTACHED	482,154.
Total				3a 482,154.
<i>b Approved for future payment</i>				
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 instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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			14	15,994.	
4	Dividends and interest from securities			14	202,984.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	762,562.	
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	31,068.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue:					
a	EAGLE PARTNERSHIP-NET INC			14	760.	
b	MISC INCOME			14	63.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,013,431.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,013,431.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No. 1545-0047

2011

Name of the organization

HENDERSON-WESSENDORFF FOUNDATION

Employer identification number

74-6047149

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

HENDERSON-WESSENDORFF FOUNDATION

74-6047149

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	\$ 6,825,805.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	\$ 1,631,192.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	\$ 8,500,705.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	\$ 6,490,880.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	\$ 12,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	\$ 135,972.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

HENDERSON-WESSENDORFF FOUNDATION

74-6047149

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	\$ 244,005.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

HENDERSON-WESSENDORFF FOUNDATION

74-6047149

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	RECEIVABLE - LID #6		
		\$ 1,631,192.	1/01/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	RANCH LAND IN FORT BEND COUNTY. (TRACTS A, B, C, N, AND O: RANCH LAND & IMPROVEMENTS.)		
		\$ 8,500,705.	1/01/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	1,754.13 ACRES IN BLANCO, COMAL, & HAYS COS. (TRACT H: RANCH, IMPROVEMENTS, RETREAT FACILITY.)		
		\$ 6,490,880.	1/01/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	HOUSEHOLD FURNISHINGS & PERSONAL EFFECTS FROM BLANCO TEXAS.		
		\$ 12,500.	1/01/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
6	FRAME HOUSE IN BLANCO TEXAS		
		\$ 135,972.	1/01/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	RANCH & RETREAT FACILITY IMPROVEMENTS		
		\$ 244,005.	1/01/11

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Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

HENDERSON-WESSENDORFF FOUNDATION

Employer identification number

74-6047149

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10)**organizations that total more than \$1,000 for the year.** Complete cols (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2011

FEDERAL STATEMENTS

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HENDERSON-WESSENDORFF FOUNDATION

74-6047149

8/15/12

12:30AM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EAGLE PARTNERSHIP-NET INC.....	\$ 760.	760.	
MISC INCOME	63.	63.	
TOTAL	\$ 823.	823.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	\$ 97,689.	\$ 68,382.		\$ 29,307.
TOTAL	\$ 97,689.	\$ 68,382.	\$ 0.	\$ 29,307.

STATEMENT 3
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
BANK & INVESTMENT FEES ...	\$ 130,581.	\$ 130,581.		
TOTAL	\$ 130,581.	\$ 130,581.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LONG ACRES TAXES - AD VALOREM ...	\$ 8,605.			\$ 8,605.
TAXES - AD VALOREM	41,722.	\$ 41,722.		
TAXES - EXCISE	40,916.			
TAXES - FOREIGN	3,444.	3,444.		
TAXES - PAYROLL	21,515.	3,657.		17,858.
WELL SPRING TAXES - AD VALOREM	736.			736.
WELL SPRING TAXES - PAYROLL	20,837.			20,837.
TOTAL	\$ 137,775.	\$ 48,823.	\$ 0.	\$ 48,036.

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HENDERSON-WESSENDORFF FOUNDATION

74-6047149

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO & TRUCK EXPENSE	\$ 3,478.	\$ 1,739.		\$ 1,739.
COMMITTEE FEES	14,707.	7,354.		7,353.
CONSULTING FEES	10,972.	5,486.		5,486.
CONTRACT SERVICES	1,771.	886.		885.
DUES & SUBSCRIPTIONS	4,374.	2,187.		2,187.
EQUIPMENT RENTAL	3,953.	1,977.		1,976.
EXPENSE REIMBURSEMENTS	-19,275.	-19,275.		
INSURANCE	55,647.	27,823.		27,824.
LONG ACRES RANCH MAINTENANCE	35,512.			35,512.
LONG ACRES RANCH UTILITIES	1,361.			1,361.
MAINTENANCE - TRASH SERVICE	749.	374.		375.
MAINTENANCE & REPAIRS	38,035.	32,710.		5,325.
MEETING SUPPLIES	2,099.	1,049.		1,050.
MISCELLANEOUS EXPENSE	1,081.	540.		541.
OFFICE & BUILDING SUPPLIES	12,502.	8,751.		3,751.
POSTAGE & DELIVERY	1,073.	537.		536.
STAFF LEASING	17,252.	8,626.		8,626.
UTILITIES	5,563.	2,781.		2,782.
WELL SPRING AUTO INSURANCE	852.			852.
WELL SPRING AUTO MAINTENANCE	6,127.			6,127.
WELL SPRING GAS & OIL	26,005.			26,005.
WELL SPRING INSURANCE	104,071.			104,071.
WELL SPRING MAINTENANCE & REPAIRS	66,166.			66,166.
WELL SPRING MISCELLANEOUS	7,809.			7,809.
WELL SPRING PAYROLL FEES	2,996.			2,996.
WELL SPRING PROPANE	770.			770.
WELL SPRING SUPPLIES	11,305.			11,305.
WELL SPRING TRASH SERVICE	1,972.			1,972.
WELL SPRING UTILITIES	45,057.			45,057.
WELL SPRING WATER PLANT EXP	3,197.			3,197.
TOTAL	\$ 467,181.	\$ 83,545.	\$ 0.	\$ 383,636.

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 76,161.	\$ 28,720.	\$ 47,441.	\$ 0.
FURNITURE AND FIXTURES	63,384.	6,672.	56,712.	0.
BUILDINGS	3,022,731.	95,881.	2,926,850.	16,133,175.
IMPROVEMENTS	302,707.	17,683.	285,024.	0.
LAND	12,817,148.		12,817,148.	0.
TOTAL	\$ 16,282,131.	\$ 148,956.	\$ 16,133,175.	\$ 16,133,175.

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HENDERSON-WESSENDORFF FOUNDATION

74-6047149

8/15/12

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STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DUE FROM CROSS H/BIERI FARMS ...	\$ 19,756.	
DUE FROM WELLS FARGO (TIMING DIFFERENCE)...	6,883.	
FMV - OTHER ASSETS..		\$ 71,692.
NET INTANGIBLE ASSETS...	1,569.	
PREPAID FEDERAL EXCISE TAX	43,484.	
TOTAL	\$ 71,692.	\$ 71,692.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PRIOR PERIOD TAXES	\$ 2,400.
TOTAL	\$ 2,400.

STATEMENT 9
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	WF-IMA ST NON-COVERED	PURCHASED	VARIOUS	VARIOUS
2	WF-IMA LT	PURCHASED	VARIOUS	VARIOUS
3	WF- AVALON ST COVERED	PURCHASED	VARIOUS	VARIOUS
4	WF- AVALON ST NON-COVERED	PURCHASED	VARIOUS	VARIOUS
5	WF- AVALON LT	PURCHASED	VARIOUS	VARIOUS
6	WF-WCM ST COVERED	PURCHASED	VARIOUS	VARIOUS
7	LONE STAR NGL - DAMAGES - 1099S	PURCHASED	VARIOUS	VARIOUS
8	ENERGY TRANSFER PTRS-DAMAGES - 1099S	PURCHASED	VARIOUS	VARIOUS
9	ENERGY TRANSFER PTRS-DAMAGES	PURCHASED	VARIOUS	VARIOUS
10	PIONEER - DAMAGES	PURCHASED	VARIOUS	VARIOUS
11	CAPITAL GAIN DIVIDENDS			

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	130,000.		131,636.	-1,636.				\$ -1,636.
2	89,526.		95,385.	-5,859.				-5,859.
3	1864723.		2135736.	-271,013.				-271,013.
4	2402189.		2367521.	34,668.				34,668.
5	93,887.		100,764.	-6,877.				-6,877.
6	68,287.		75,312.	-7,025.				-7,025.
7	203,280.		0.	203,280.				203,280.
8	21,924.		0.	21,924.				21,924.
9	3,500.		0.	3,500.				3,500.
10	56,195.		0.	56,195.				56,195.
11								3,911.
							TOTAL	\$ 31,068.

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HENDERSON-WESSENDORFF FOUNDATION

74-6047149

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STATEMENT 10
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
JOE DARST ROBINSON 700 HILLCREST RICHMOND, TX 77469	C.O.B./GRANTS 40.00	\$ 108,461.	\$ 0.	\$ 0.
JACK H. MOORE 2116 THOMPSON RD, SUITE #116 RICHMOND, TX 77469	SECRETARY/DIR. 3.00	0.	0.	0.
CHARLES PAT MCDONALD P.O. BOX 300 RICHMOND, TX 77469	PRESIDENT/CEO 40.00	0.	0.	0.
CAROL A. CANTRELL 3700 BUFFALO SPDWY, SUITE #520 HOUSTON, TX 77098	ADVISORY DIR. 1.00	0.	0.	0.
LANE WARD 4014 BRYNMAWR DRIVE RICHMOND, TX 77406	DIRECTOR 3.00	12,607.	0.	0.
SETH DELEERY 9002 CLITHEA COVE AUSTIN, TX 78759	DIRECTOR 40.00	90,842.	0.	0.
BARBARA BLEIL 108 HILLCREST DRIVE RICHMOND, TX 77469	DIRECTOR 3.00	0.	0.	0.
WILL ROBERTSON 601 JEFFERSON ST., #3600 HOUSTON, TX 77002	DIRECTOR 3.00	0.	0.	0.
JACK FELPS 1093 LITTLE BLANCO ROAD BLANCO, TX 78606-4763	ADVISORY DIR. 0	0.	0.	0.
BEN JONES 1939 SHADOW FOREST KATY, TX 77494	CFO 40.00	53,846.	0.	0.
TOTAL		\$ 265,756.	\$ 0.	\$ 0.

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HENDERSON-WESSENDORFF FOUNDATION

74-6047149

8/14/12

09:21PM

STATEMENT 11
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
PREPARATORY EXPENSES FOR OPERATION OF LONG ACRES RANCH AND MISS JANIE'S HOUSE (TO BEGIN IN 2012). HOUSE TO BE USED AS A LOW-COST, RETREAT-LIKE MEETING VENUE BY 501(C)(3) ORGANIZATIONS AND GOVERNMENT MUNICIPALITIES TO SUPPORT CITIZENS OF THE GREATER RICHMOND AREA. RANCH TO BE USED AS A NATURE PRESERVE AND FOR HOSTING OUTDOOR ACTIVITIES FOR BOY SCOUTS AND SIMILAR ORGANIZATIONS.	\$ 45,478.

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	JOE D. ROBINSON
CARE OF:	
STREET ADDRESS:	611 MORTON
CITY, STATE, ZIP CODE:	RICHMOND, TX 77469
TELEPHONE:	281-342-2044
FORM AND CONTENT:	INFORMAL WRITTEN REQUEST WITH A COPY OF THE ORGANIZATION'S IRS DETERMINATION LETTER.
SUBMISSION DEADLINES:	WRITTEN REQUESTS ARE ACCEPTED AT ALL TIMES.
RESTRICTIONS ON AWARDS:	THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARDS

Tax Asset Detail 1/01/11 - 12/31/11

04/15/2012 4:30 PM

Page 1

Asset	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: Investments - Autos											
3	07 Ford Truck	1/31/07	21,320	0	0	12,585	1,775	14,360	6,960	200DB	50
	Investments - Autos		21,320	0c	0	12,585	1,775	14,360	6,960		
Group: Investments - F, F & E											
8	Sears tractor	9/30/08	1,921	0	961	1,368	221	1,589	332	200DB	50
10	Fireproof cabinet	5/04/09	1,926	0	963	1,336	169	1,505	421	200DB	70
14	Color Printer FSC5100DN	3/11/10	795	0	398	477	127	604	191	200DB	50
22	Furn - Blanco farm house (L11W)	1/01/11	2,500	0c	0	0	357	357	2,143	S/L	70
39	Office furniture - Ben	8/22/11	4,129	0c	0	0	197	197	3,932	S/L	70
40	Computer - Julie	8/22/11	681	0c	0	0	45	45	636	S/L	50
43	John Deere Loader + ext wty	10/24/11	37,521	0c	0	0	893	893	36,628	S/L	70
52	Kitchen furniture - 611 Morton	11/21/11	2,457	0c	0	0	29	29	2,428	S/L	70
	Investments - F, F & E		51,930	0c	2,322	3,181	2,038	5,219	46,711		
Group: Investments - Land											
5	Land - 25% Brazoria (Orig HWF)	9/09/99	110,693	0	0	0	0	0	110,693	Land	00
38	Land - Blanco Ranch (part Tr B)	1/01/11	4,654,050	0c	0	0	0	0	4,654,050	Land	00
48	Land - Church Hay #1 (Tr B)	1/01/11	101,000	0c	0	0	0	0	101,000	Land	00
49	Land - Watson Pastures (Tr C)	1/01/11	5,232,705	0c	0	0	0	0	5,232,705	Land	00
50	Land - Church Hay #2 (Tr N)	1/01/11	441,000	0c	0	0	0	0	441,000	Land	00
51	Land - 2317 Wms Way (Tr O)	1/01/11	394,890	0c	0	0	0	0	394,890	Land	00
	Investments - Land		10,934,338	0c	0	0	0	0	10,934,338		
Group: Investments - Land Improv											
12	Dozer work - Blanco	11/17/09	7,695	0	0	0	0	0	7,695	Land	00
20	Fence - Blanco Ranch	7/09/09	57,453	0	0	0	3,830	3,830	53,623	S/L	150
21	Fence - Blanco Ranch	2/01/10	101,671	0	0	0	6,778	6,778	94,893	S/L	150
33	Cattle Guards - Blanco ranch	5/31/11	11,890	0c	0	0	462	462	11,428	S/L	150
44	Fence/Impr. (Tr O)-2317 Wms Way	12/07/11	88,955,110	0c	0	0	6,341	6,341	88,769	S/L	150
62	Fence - Holmes Road	12/07/11	8,780	0c	0	0	49	49	8,731	S/L	150
63	Fence - Blanco Ranch	10/18/11	20,108	0c	0	0	223	223	19,885	S/L	150
	Investments - Land Improv		302,707	0c	0	0	17,683	17,683	285,024		
Group: LAR - Bldgs. & Improv											
35	New A/C	7/05/11	18,702	0c	0	0	1,336	1,336	17,366	S/L	70
45	Miss Janie's house & outbuildings	1/01/11	454,440	0c	0	0	11,652	11,652	442,788	S/L	390
	LAR - Bldgs. & Improv		473,142	0c	0	0	12,988	12,988	460,154		

DEPR SCH Pg 1 of 3

Tax Asset Detail 1/01/11 - 12/31/11

Asset #	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: LAR - Land											
47	Land - Long Acres Ranch (Tr A)	1/01/11	1,781,560	0c	0	0	0	0	1,781,560	Land	0 0
	LAR - Land		<u>1,781,560</u>	<u>0c</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>1,781,560</u>		
Group: Producing Leasehold											
6	Producing leasehold (Orig HWF)	12/31/07	5,042	0	0	3,397	0	3,397	1,645	Memo	0 0
	Producing Leasehold		<u>5,042</u>	<u>0c</u>	<u>0</u>	<u>3,397</u>	<u>0</u>	<u>3,397</u>	<u>1,645</u>		
Group: W.S. - Autos											
4	07 Chev Trailblazer	1/31/07	18,842	0	0	12,585	1,775	14,360	4,482	200DB	5 0
61	2011 F-150 pickup #0079	12/19/11	35,999	0c	0	0	0	0	35,999	S/L	5 0
	W.S. - Autos		<u>54,841</u>	<u>0c</u>	<u>0</u>	<u>12,585</u>	<u>1,775</u>	<u>14,360</u>	<u>40,481</u>		
Group: W.S. - Bldgs. & Improv.											
1	A/C Unit	7/31/06	5,079	0	0	3,205	726	3,931	1,148	S/L	7 0
2	A/C unit	7/31/06	7,276	0	0	4,590	1,039	5,629	1,647	S/L	7 0
7	A/C unit	5/31/08	4,553	0	2,277	2,562	569	3,131	1,422	200DB	7 0
9	Remodel - Boys' Dorm	4/14/09	32,071	0	0	1,405	822	2,227	29,844	S/L	39 0
11	A/C unit - main dorm	5/27/09	5,260	0	2,630	3,650	460	4,110	1,150	200DB	7 0
13	Remodel - Girls' Dorm	1/05/10	32,365	0	0	830	830	1,660	30,705	S/L	39 0
15	A/C	4/19/10	10,542	0	0	1,506	1,506	3,012	7,530	S/L	7 0
17	Blanco River Restroom	9/13/10	19,611	0	0	147	503	650	18,961	S/L	39 0
18	A/C	9/13/10	5,394	0	0	771	771	1,542	3,852	S/L	7 0
19	Water heaters	9/22/10	1,302	0	0	0	159	159	1,143	S/L	7 0
23	The Hill - orig Tr H imprvmts (LT	1/01/11	1,735,580	0c	0	0	44,502	44,502	1,691,078	S/L	39 0
24	New Staff house (lesse)	1/01/11	135,972	0c	0	0	3,486	3,486	132,486	S/L	39 0
25	Remodel - Big House	1/01/11	29,920	0c	0	0	767	767	29,153	S/L	39 0
26	Restroom - Narrows	1/01/11	3,865	0c	0	0	99	99	3,766	S/L	39 0
27	Remodel - Staff house (Tom)	1/01/11	44,621	0c	0	0	1,144	1,144	43,477	S/L	39 0
28	Fence - Mound area	1/01/11	4,475	0c	0	0	298	298	4,177	S/L	15 0
30	Remodel - Large Dorm	3/31/11	88,092	0c	0	0	1,694	1,694	86,398	S/L	39 0
31	Remodel - Louise Sr's House	5/24/11	42,652	0c	0	0	638	638	42,014	S/L	39 0
34	Fire Escape boys dorm	6/09/11	7,500	0c	0	0	112	112	7,388	S/L	39 0
53	A/Cs - Cantina/Big House	1/25/11	11,661	0c	0	0	1,527	1,527	10,134	S/L	7 0
54	Concrete paths/railings - Narrows	4/14/11	6,128	0c	0	0	118	118	6,010	S/L	39 0
55	Remodel - Wheeler House	10/11/11	58,386	0c	0	0	374	374	58,012	S/L	39 0
56	Remodel - Gazebo	10/31/11	10,136	0c	0	0	43	43	10,093	S/L	39 0
57	Remodel - Meeting House	11/14/11	39,538	0c	0	0	169	169	39,369	S/L	39 0
58	Signs	5/16/11	5,280	0c	0	0	205	205	5,075	S/L	15 0
59	Remodel - Entry Gate House (draw	12/20/11	4,600	0c	0	0	0	0	4,600	S/L	39 0
	W.S. - Bldgs. & Improv.		<u>2,351,859</u>	<u>0c</u>	<u>4,907</u>	<u>18,666</u>	<u>62,561</u>	<u>81,227</u>	<u>2,270,632</u>		

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DEPR. SCH.

Tax Asset Detail 1/01/11 - 12/31/11

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: W.S. - F, F & E											
29	Furnishings (LHW -Big House)	1/01/11	10,000	0c	0	0	1,429	1,429	8,571	S/L	70
60	Computer - Matt	12/13/11	1,454	0c	0	0	24	24	1,430	S/L	50
	W.S. - F, F & E		<u>11,454</u>	<u>0c</u>	<u>0</u>	<u>0</u>	<u>1,453</u>	<u>1,453</u>	<u>10,001</u>		
Group: W.S. - Land											
37	Land - Hill/Narrows (Bal of Ft H)	1/01/11	101,250	0c	0	0	0	0	101,250	Land	00
	W.S. - Land		<u>101,250</u>	<u>0c</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>101,250</u>		
Group: W.S. - Water Plant											
16	Water Plant prelim work (Kaluza)	8/30/10	13,811	0	0	133	354	487	13,324	S/L	390
36	Water Plant	10/04/11	183,919	0c	0	0	1,179	1,179	182,740	S/L	390
	W.S. - Water Plant		<u>197,730</u>	<u>0c</u>	<u>0</u>	<u>133</u>	<u>1,533</u>	<u>1,666</u>	<u>196,004</u>		
	Grand Total		<u>16,287,173</u>	<u>0c</u>	<u>7,229</u>	<u>50,547</u>	<u>101,806</u>	<u>152,353</u>	<u>16,134,820</u>		

INVESTMENT
 EXPENSE

Σ 21,496

763043

DEPR. SCH

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2011

Part XV
Pg 194

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Calvary Episcopal Church 702 Thompson Drive Richmond, TX 77469	None	Church	Modify the sanctuary to allow equal access to everyone and to expand the functionality of the space.	75,000
Canyon Lake Fire EMS 8115 Fm 2673 Canyon Lake, TX 78133-6430	None	Public Charity	Operating fund contribution	200
Blanco Volunteer Fire Department P. O. Box 868 Blanco, TX 78606-0868	None	Public Charity	Operating fund contribution	200
Escape Family Resource Center 3210 Eastside Street Houston, TX 77098-1912	None	Public Charity	Support Building Confident Families, a core child abuse and neglect prevention program, and Empowered for Motherhood, a self-improvement program for women.	10,000
Fort Bend Seniors 1330 Band Road Rosenberg, TX 77471	None	Public Charity	\$2,500 for a new Mac Computer and \$7,500 to assist in covering the rising cost of food and fuel (Meals-on-Wheels)	10,000
City of Richmond 402 Morton Street Richmond, TX 77469	None	Government	Williams Way sidewalk project	155,000
Greenlights For Nonprofit Success 7703 N Lamar Blvd Austin, TX 78752-1027	None	Public Charity	Fund the needs assessment study of Fort Bend County; partnered with the George Foundation	25,000

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2011

<u>RECIPIENT</u>	<u>FOUNDATION</u>		<u>PURPOSE</u>	<u>AMOUNT</u>
	<u>RELATIONSHIP</u>	<u>STATUS</u>		
Galilean Lutheran Church 3321 Cimmaron Boulevard Corpus Christi, TX 78414	None	Church	Building fund contribution	250
Calvary Episcopal School Inc. 1201 Austin Richmond, TX 77469	None	Church	For financial aid (scholarships): 1:1 matching grant	29,494
Conference Of Southwest Foundations Inc 624 N Good-Latimer Ste 100 Dallas, TX 75204-5818	None	Public Charity	Operating fund contribution	500
Institute For Spirituality And Health At The Texas Medical Center 8100 Greenbriar St Ste 220 Houston, TX 77054	None	Public Charity	Help fund 20th Annual Psychotherapy and Faith Conference	25,000
Fort Bend CORPS 13330 S Gessner Rd Missouri City, TX 77489-1022	None	Public Charity	Supply funding to our Hearts & Hammers Program	10,000
Literacy Council of Fort Bend County 12530 Emily Court Sugar Land, TX 77478	None	Public Charity	Provide quality literacy services to at least 1,600 adult learners. Grant funds will help recruit and train 100 new volunteer tutors and add new classes at partner tutoring sites	15,000
American Cancer Society 4401 Lilac Ln. Victoria, TX 77901	None	Public Charity	Operating fund contribution	250

Part XV
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Henderson-Wessendorff Foundation Attachment to Form 990-PF, Part XV

GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2011

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION</u>		<u>PURPOSE</u>	<u>AMOUNT</u>
		<u>STATUS</u>	<u>STATUS</u>		
Blanco Volunteer Fire Department P. O. Box 868 Blanco, TX 78606-0868	None	Public Charity	Operating fund contribution		250
Kenedy Volunteer Fire Department Kenedy, TX	None	Public Charity	Operating fund contribution		250
Morton Cemetery Association 611 Morton Street Richmond, TX 77469	None	501(c)(13) Cemetery Companies (public)	Operating fund contribution		40,000
Casa de Esperanza de los Ninos, Inc. P. O. Box 66581 Houston, TX 77266-6581	None	Public Charity	to fund a portion of the cost of our Post-Adoption Program in Fort Bend County, including 2 part-time caseworkers, who provide or coordinate crisis intervention, clinical services and post-adoption support for our adoptive families in Fort Bend.		10,000
Catholic Charities Of The Archdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	None	Public Charity	for the purchase of groceries for distribution by year-end to low-income households in the Greater Richmond/Rosenberg Area through the Mamie George Community Center Corner Market		30,500
Fort Bend Forward Inc 445 Commerce Green Blvd Sugar Land, TX 77478-3539	None	Public Charity	Youth in Philanthropy Scholarship Fund		10
Arabia Shrine Circus O Box 421445 Houston, TX 77242	P None	Public Charity	sponsorship of kids to attend the annual Arabia Shrine Circus		250

Part XV
Pg 3 of 4

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2011

Part XV
 pg 4 of 4

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	FOUNDATION	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Children's Museum of Houston 1500 Binz Houston, TX 77004	None	Public Charity		to support the Parent Stars program in Fort Bend County and more specifically in Richmond, Texas for at-risk, low-income students and families	15,000
Lamar Consolidated Ind. School District 3911 Avenue I Rosenberg, TX 77471	None	Government		Construct 1300 feet of walking path and 800 feet of running track with child-centered fitness stations attached at Irma Dru Hutchison Elementary School	20,000
Spay-Neuter Assistance Program (SNAP) P. O. Box 70286 Houston, TX 77270	None	Public Charity		Support the operation of the Houston Mobile Clinic in Richmond/Rosenberg area	10,000
					TOTAL PAID - 2011
					482,154

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part IX-A
Well Spring Event Center - Calendar for 2011

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u># OF INDIV. ATTENDING</u>
JAN 6-9, 2011	ST. MARK THE EVANGELIST 1602 THOUSAND OAKS DRIVE SAN ANTONIO, TEXAS 78232-2338	13
JAN 14-15, 2011	TEXAS STATE UNIVERSITY HONORS 2391V CLASS 601 UNIVERSITY DRIVE SAN MARCOS, TEXAS 78666-4616	11
JAN 21-23, 2011	THE EPISCOPAL CHURCH OF RECONCILIATION 8900 STARCREST SAN ANTONIO, TEXAS 78217-4741	12
JAN 28-30, 2011	ST. FRANCIS EPISCOPAL CHURCH 4242 BLUEMEL ROAD SAN ANTONIO, TEXAS 78240	11
JAN 28-30, 2011	ZION LUTHERAN CHURCH OF HELOTES 9944 LESLIE ROAD @ BRAUN RD. & LOOP 1604 SAN ANTONIO, TEXAS 78254-9547	25
JAN 31-FEB 3, 2011	LUTHERAN CAMPUS MINISTRY REGIONS 3 & 4 P.O. BOX 1803 604 NORTH GUADALUPE ST. SAN MARCOS, TEXAS 78667-1803	15
FEB 4-6, 2011	SAINT BARTHOLOMEW'S EPISCOPAL CHURCH AND ACADEMY 622 AIRLINE ROAD CORPUS CHRISTI, TEXAS 78412	CANCELLED DUE TO WEATHER
FEB 10-13, 2011	GOOD SHEPHERD CATHOLIC CHURCH 1065 EAST LIVE OAK ROAD SCHERTZ, TEXAS 78154	54
FEB 18-20, 2011	ST. PATRICK CATHOLIC CHURCH 2500 LIMMER LOOP HUTTO, TEXAS 78634	31

PART IX-A

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part IX-A
Well Spring Event Center - Calendar for 2011

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u># OF INDIV. ATTENDING</u>
FEB 21-22, 2011	ST. MARK THE EVANGELIST CHURCH 1602 THOUSAND OAKS SAN ANTONIO, TEXAS 78216	20
FEB 25-27, 2011	ST. RICHARD'S EPISCOPAL CHURCH 1420 PALM VALLEY BLVD. ROUND ROCK, TEXAS 78664	39
FEB 25-26, 2011	THE EPISCOPAL CHURCH OF THE EPIPHANY P.O. BOX 2 BURNET, TEXAS 78611	12
MAR 4-6, 2011	FIRST UNITED METHODIST CHURCH P.O. BOX 560 500 EAST PECAN ST. PFLUGERVILLE, TEXAS 78691-0560	18
MAR 12-15, 2011	GOOD SHEPHERD EPISCOPAL CHURCH & SCHOOL 1207 WINDING WAY FRIENDSWOOD, TEXAS 77546	26
MAR 18-19, 2011	ST. ALBAN'S EPISCOPAL CHURCH P.O. BOX 368 MANCHACA, TEXAS 78652	15
MAR 25-27, 2011	ST. ALBAN'S EPISCOPAL CHURCH P.O. BOX 368 MANCHACA, TEXAS 78652	12
MAR 25-27, 2011	ST. BARTHOLOMEW'S EPISCOPAL CHURCH AND ACADEMY 622 AIRLINE ROAD CORPUS CHRISTI, TEXAS 78412	9
MAR 26-27, 2011	PACK 9 CUB SCOUTS BRYKER WOODS ELEMENTARY SCHOOL 3309 KERBEY LANE AUSTIN, TEXAS 78703	17

PART IX-A

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part IX-A
Well Spring Event Center - Calendar for 2011

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u># OF INDIV. ATTENDING</u>
APR 1-3, 2011	ST. MATTHEW'S EPISCOPAL CHURCH 8134 MESA DRIVE AUSTIN, TEXAS 78759-77152	23
APR 8-9, 2011	HILLCREST BAPTIST CHURCH 3838 STECK AVENUE AUSTIN, TEXAS 78759	16
APR 15-17, 2011	ST. STEPHEN'S EPISCOPAL CHURCH 6000 FM 3237 WIMBERLEY, TEXAS 78676	12
APRIL 22-24, 2011	EASTER	
APR 29-MAY 1, 2011	ST. FRANCIS EPISCOPAL CHURCH 4242 BLUEMEL ROAD SAN ANTONIO, TEXAS 78240	16
MAY 6-8, 2011	AUSTIN RECOVERY 3402 CROSS PARK DR. AUSTIN, TEXAS 78754	31
MAY 13-15, 2011	ST. BARTHOLOMEW'S EPISCOPAL CHURCH AND ACADEMY 622 AIRLINE ROAD CORPUS CHRISTI, TEXAS 78412	14
MAY 31- JUN 2, 2011	ST. ANDREWS EPISCOPAL SCHOOL 1112 WEST 31ST STREET AUSTIN, TEXAS 78705	81
JUN 3-5, 2011	ALL SAINTS EPISCOPAL CHURCH 1435 W. OAKLAWN P.O. BOX 732 PLEASANTON, TEXAS 78064	27
JUN 24-26, 2011	PALMER DRUG ABUSE PROGRAM THREE MEMORIAL CITY PLAZA 840 GESSNER, SUITE 1300 HOUSTON, TEXAS 77024	40

PART IX-A

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part IX-A
Well Spring Event Center - Calendar for 2011

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u># OF INDIV. ATTENDING</u>
JUL 15-17, 2011	HOLY COMFORTER EPISCOPAL CHURCH 2322 SPRING CYPRESS ROAD SPRING, TEXAS 77388	21
JULY 22-24, 2011	THE EPISCOPAL CHURCH OF THE EPIPHANY P.O. BOX 2 BURNET, TEXAS 78611	30
AUG 5-7, 2011	GOOD SHEPHERD EPISCOPAL CHURCH AND SCHOOL 1207 WINDING WAY FRIENDSWOOD, TEXAS 77546	26
AUG 12-14, 2011	ST. BARTHOLOMEW'S EPISCOPAL CHURCH & ACADEMY 622 AIRLINE ROAD CORPUS CHRISTI, TEXAS 78412	CANCELLED DUE TO WEATHER
AUG 16-18, 2011	LONGHORN BSM 2204 SAN ANTONIO AUSTIN, TEXAS 78705	31
AUG 26-28, 2011	ST. ANDREW'S EPISCOPAL SCHOOL 5901 SOUTHWEST PARKWAY AUSTIN, TEXAS 78735	23
SEP 2-4, 2011	ST. ELIZABETH'S EPISCOPAL CHURCH P.O. BOX 292 BUDA, TEXAS 78610	34
SEP 8-11, 2011	ST. FERDINAND'S CATHOLIC CHURCH 25 MAIN STREET BLANCO, TEXAS 78606-4900	50
SEP 16-17, 2011	LONGHORN BAPTIST STUDENT MINISTRY 2204 SAN ANTONIO AUSTIN, TEXAS 78705	CANCELLED
SEP 22-25, 2011	ST. FERDINAND'S CATHOLIC CHURCH 25 MAIN STREET BLANCO, TEXAS 78606-4900	65

PART IX-A

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part IX-A
Well Spring Event Center - Calendar for 2011

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u># OF INDIV. ATTENDING</u>
SEP 30-OCT 1, 2011	THE EPISCOPAL STUDENT CENTER 209 W. 27TH STREET AUSTIN, TEXAS 78705	11
SEP 30-OCT 1, 2011	DIOCESE OF WEST TEXAS YOUNG ADULT MINISTRY P.O. BOX 6885 SAN ANTONIO, TEXAS 78209	21
OCT 7-9, 2011	ST. BARTHOLOMEW'S EPISCOPAL 622 AIRLINE ROAD CORPUS CHRISTI, TEXAS 78412	12
OCT 13-16, 2011	GOOD SHEPHERD CATHOLIC CHURCH 1065 EAST LIVE OAK ROAD SCHERTZ, TEXAS 78154	24
OCT 21-23, 2011	ST. PIUS X CATHOLIC CHURCH 3303 URBAN CREST DRIVE SAN ANTONIO, TEXAS 78209-3199	17
OCT 28-30, 2011	ST. LUKE'S ON THE LAKE EPISCOPAL CHURCH 5600 RANCH ROAD 620 NORTH AUSTIN, TEXAS 78732-1823	60
OCT 28-30, 2011	EPISCOPAL CHURCH OF THE RESURRECTION 2200 JUSTIN LANE AUSTIN, TEXAS 78757	16
NOV 10-13, 2011	ST. LUKE'S ON THE LAKE EPISCOPAL CHURCH 5600 RANCH ROAD 620 NORTH AUSTIN, TEXAS 78732-1823	30
NOV 18-20, 2011	ST. GEORGE'S EPISCOPAL CHURCH 4301 N. IH 35 AUSTIN, TEXAS 78722	40
DEC 2-4, 2011	ST. RICHARD'S EPISCOPAL CHURCH 1420 E. PALM VALLEY BLVD. ROUND ROCK, TX 78664	15

PART IX-A

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part IX-A
Well Spring Event Center - Calendar for 2011

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u># OF INDIV. ATTENDING</u>
DEC 8-11, 2011	ST. JOSEPH CATHOLIC CHURCH - HONEY CREEK 25781 HWY. 46 WEST SPRING BRANCH, TEXAS 78070-3613	38
DEC 16-21, 2011	ST. MARK'S EPISCOPAL CHURCH 3816 BELLAIRE BOULEVARD HOUSTON, TEXAS 77025-1209	1
DEC 17-18, 2011	ST. FERDINANDS CATHOLIC CHURCH 25 MAIN STREET BLANCO, TEXAS 78606-4900	2
DEC 19-20, 2011	SOUTHWESTERN TEXAS SYNOD 1090 OESTREICH DRIVE SEGUIN, TEXAS 78155-3403	31
TOTAL		1198

PART IX-A