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Form 990-PF

Return of Private Foundation

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

2011

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 01-01-2011, and ending 12-31-2011

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

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) \$ 11,514,684 **J** 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 page 11 of the 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 (attach schedule)				
	2 Check <input type="checkbox"/> <input checked="" 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.	88,516	88,516		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	237,791			
	b Gross sales price for all assets on line 6a 310,430				
	7 Capital gain net income (from Part IV, line 2)		237,791		
	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	326,307	326,307		
Operating and Administrative Expenses	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)	2,988	1,494	1,494	
	c Other professional fees (attach schedule)	5,694	2,847	2,847	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	6,437			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	184	92	92	
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	15,303	4,433	4,433	
	25 Contributions, gifts, grants paid	316,168		316,168	
	26 Total expenses and disbursements. Add lines 24 and 25	331,471	4,433	320,601	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,164			
	b Net investment income (if negative, enter -0-)		321,874		
	c Adjusted net income (if negative, enter -0-)				

Part III 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	2,080	4,586	4,586
2	Savings and temporary cash investments	62,088	51,992	51,922
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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	247,667	251,710	11,458,176
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)	311,835	308,288	11,514,684
17	Accounts payable and accrued expenses			
18	Grants payable	319,202	633,985	
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 ►)	1,500	3,117	
23	Total liabilities (add lines 17 through 22)	320,702	637,102	
	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	-1,029,342	-1,349,289	
30	Total net assets or fund balances (see page 17 of the instructions)	-8,867	-328,814	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	311,835	308,288	

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	-8,867
2	Enter amount from Part I, line 27a	2	-5,164
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	-14,031
5	Decreases not included in line 2 (itemize) ►	5	314,783
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-328,814

Part IV Capital Gains and Losses for Tax on Investment Income

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 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))
2010	268,721	7,575,645	0.03547
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
2 Total of line 1, column (d).			2 0.24099
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 0.04820
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4 12,836,421
5 Multiply line 4 by line 3.			5 618,671
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,219
7 Add lines 5 and 6.			7 621,890
8 Enter qualifying distributions from Part XII, line 4.			8 320,601

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	6,437
	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	6,437
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	6,437
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,320	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,337	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	9,657
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		10	3,220
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 3,220 Refunded <input type="checkbox"/>	3,220	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?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● By language in the governing instrument, or			
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <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 2011 or the taxable year beginning in 2011 (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).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► SIMON W HENDERSON III Telephone no ► (936) 634-3448			
	Located at ► 2915 Atkinson 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"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 15			
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?	16	Yes	No
See 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.		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 page 20 of the instructions)?	1b	No
c	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 2011?	1c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	2a	
	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)	2b	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?	3a	
	► 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	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2011?	4b	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
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?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
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 1 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.				

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 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 23 of the instructions)

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

1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total	Add lines 1 through 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	12,972,887
b	Average of monthly cash balances.	1b	59,012
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	13,031,899
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	13,031,899
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	195,478
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,836,421
6	Minimum investment return. Enter 5% of line 5.	6	641,821

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	641,821
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	6,437
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,437
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	635,384
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	635,384
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	635,384

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	320,601
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	320,601
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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).	6	320,601
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				635,384
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			319,202	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 320,601				
a Applied to 2010, but not more than line 2a			319,202	
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 2011 distributable amount.				1,399
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				633,985
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

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 2011, enter the date of the ruling. <input type="text"/>			
b	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	316,168
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.					
5 Net rental income or (loss) from real estate					
a Debt-financed property.				14	88,516
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	237,791
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).					326,307
13 Total. Add line 12, columns (b), (d), and (e).				13	326,307
(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

b Other transactions

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

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

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>***** Signature of officer or trustee</p>	<p>2012-08-15 Date</p>	<p>***** Title</p>
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature LORI A LAMB PC CPA</p>	<p>Date Check if self-employed <input checked="" type="checkbox"/></p>
	<p>Firm's name Axley & Rode LLP</p>	<p>PTIN Firm's EIN <input checked="" type="checkbox"/></p>
	<p>1307 S 1st St</p>	<p>Phone no (936) 634-6621</p>
	<p>Firm's address Lufkin, TX 759014717</p>	

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 75-6022769
Name: Simon & Louise Henderson Foundation

Form 990PF - Special Condition Description:

Special Condition Description

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				
Cross Timber Fine Arts Council Inc PO Box 1172 Stephenville, TX 76401	None	Public	general operations	400
Lufkin Pride309 S Medford lufkin, TX 75901	None	Public	general operations	125
Reich O'Hara Chandler Scholarship F one bear place 97026 waco, TX 76798	None	public	educational scholarship	300
Ronald McDonald House of Northeastpo box 2920 athens, TX 75751	None	Public	general operations	500
Taylor Save the Animals406 buttermilk road lufkin, TX 75901	None	Public	general operations	100
NFIB53 century blvd 250 nashville, TN 37214	None	Public	general operations	500
UTSA Fiscal ServicesOne UTSA Circle san antonio, TX 78249	None	Public	general operations	2,000
Wounded Warriors4899 Belfort Road 300 jacksonville, FL 32256	None	Public	general operations	1,000
University of Texas Longhorn fdnPO Box 13178 austin, TX 78711	None	Public	general operations	15,000
East Texas Area Council Boy Scouts 1331 E 5th street tyler, TX 75701	None	Public	general operations	700
Christian Info Svc CrtPO Box 2621 lufkin, TX 75902	None	Public	general operations	5,000
Childrens VillagePO Box 6564 Tyler, TX 75711	None	Public	general operations	400
American Cancer Society212 Gene Samford Dr Lufkin, TX 75901	None	Public	general operations	21,900
Wesleyan Fund1201 Wesleyan St Fort Worth, TX 76105	None	Public	general operations	5,000
Pat Tillman Foundation2141 E Broadway 115 Tempe, AZ 85282	None	Public	general operations	1,000
Urban Roots2921 E 17th Bldg D Ste 4 austin, TX 78702	None	Public	general operations	1,000
Long Way Home Foundation13444 Janwood Lane Dallas, TX 75234	None	Public	general operations	2,000
Saint Michael Preschool8011 Douglas dallas, TX 75225	None	Public	general operations	2,000
Room to Read111 Sutter St 16th floor San Francisco, CA 94104	None	Public	girls education program in cambodia	2,500
Texas Wildfire Relief FundPO Box 12275 austin, TX 78711	None	Public	general operations	2,000
National Wild Turkey FederationPO Box 530 Edgefield, SC 29824	None	Public	general operations	327
George Henderson Expo CenterPO BOX 1606 LUFKIN, TX 75902	None	Public	general operations	5,900
St Andrews Catholic Church1611 FEAGIN LUFKIN, TX 75904	None	Public	general operations	100
The Family PlacePO Box 7999 Dallas, TX 75209	None	Public	general operations	5,000
Doctors without BordersPO Box 5030 Hagerstown, MD 21741	None	Public	general operations	1,000
Burke Center4101 S Medford Drive Lufkin, TX 75901	None	Public	General operations	5,000
Texas Forest AssociationPO 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
Planned Parenthood of angelina coun 1404 Frank Lufkin, TX 75901	None	Public	General operations	3,000
Operation Smile6435 Tidewater Drive Norfolk, VA 23509	None	Public	General operations	1,000

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				
Women's Shelter of East Texas910 South St Nacogdoches, TX 75964	None	Public	Building Fund	8,000
United Way of Angelina CountyPO Box 1764 Lufkin, TX 75902	None	Public	Fundraiser	400
Texas Scottish Rite Hospital2222 Welborn Street Dallas, TX 75219	None	Public	General Operations	20,000
Texas Forestry MuseumPO Box 1488 Lufkin, TX 75902	None	Public	Tremendous celebration	5,750
Salvation Army412 South Third Street Lufkin, TX 75901	None	Public	General Operations	10,000
Museum of East Texas503 E Second Lufkin, TX 75901	None	Public	Endowment	10,000
Mosaic CenterPO Box 154225 Lufkin, TX 75915	None	Public	General Operations	5,000
Moffett Volunteer Fire DeptRt 13 Box 5866 Lufkin, TX 75901	None	Public	General Operations	1,000
Memorial Health System of East1201 W Frank Lufkin, TX 75901	None	Public	Dialysis Center	20,000
LHS Alumni Association900 East Denman Lufkin, TX 75901	None	Public	Scholarship Fund	10,700
Lufkin ISD900 East Denman Lufkin, TX 75901	None	Public	Senior Top 40 Banquet, project celebration	4,566
Love Inc of LufkinPO Box 153311 Lufkin, TX 75902	None	Public	General Operations	2,000
Junior League of LufkinPO Box 151812 Lufkin, TX 75915	None	Public	Community fund	1,000
Humane Society of Angelina CouPO Box 472 Lufkin, TX 75902	None	Public	General Operations	2,000
Hospice in the Pines116 South Raguet Lufkin, TX 75904	None	Public	general operations	5,000
Horace C Polk Jr Regional1201 Frank St Lufkin, TX 75901	None	Public	General Operations	1,000
Goodwill Industries301 Hill St Lufkin, TX 75904	None	Public	Youth Works! Project	5,000
Godtel Ministries323 Moody St Lufkin, TX 75901	None	Public	General Operations	5,000
Fuller Springs Volunteer FirePO Box 773 Lufkin, TX 75902	None	Public	General Operations	1,000
First United Methodist Church805 E Denman Avenue Lufkin, TX 75901	None	Public	General Operations	25,000
Ellen Trout Zoo402 Zoo Circle Dr Lufkin, TX 75904	None	Public	General Operations	5,000
East Texas PAWSPO Box 2151 Lufkin, TX 75902	None	Public	General Operations	1,000
Buckner Children Family Serv3402 Daniel McCall Dr 21 Lufkin, TX 75904	None	Public	General Operations	5,000
Boys Girls Club of East TXPO Box 631345 Nacogdoches, TX 75963	None	Public	General Operations/Lufkin	10,000
Beth and Horace Stubblefield L206 N John Redditt Drive Lufkin, TX 75904	None	Public	General Operations	10,000
Angelina County Child Welfare117 E Lufkin Avenue Lufkin, TX 75901	None	Public	Christmas party for foster children	5,000
Angelina Cty Chamb of Com FdnPO Box 1606 Lufkin, TX 75902	None	Public	Salute to healthcare donation	1,500
Angelina Beautiful Clean1615 S Chestnut Lufkin, TX 75901	None	Public	Lufkin Landscape Projects	1,500
Angelina Alliance for ChildrenPO Box 1922 Lufkin, TX 75902	None	Public	General Operations	5,000
Total				316,168

TY 2011 Accounting Fees Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXLEY & RODE LLP	2,988	1,494	0	1,494

**TY 2011 Investments Corporate
Stock Schedule**

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
179 walt disney company	5,765	6,820
127 prudential financial inc	7,364	6,365
170 merck & co inc	5,883	6,480
212 emc corp	5,285	4,566
103 devon energy corp	8,099	6,386
98 american tower corp	5,023	5,881
153 american express	7,021	7,217
167,320 lufkin industries	86,247	11,262,309
61 visa inc	4,480	6,193
112 thermo fisher scientific	5,630	5,037
98 the travelers companies	5,220	5,799
67 schlumberger ltd	4,242	4,594
140 qualcomm	5,407	7,658
73 procter & gamble co	2,716	4,870
52 praxair inc	4,230	5,559
90 pepsico inc	3,527	6,018
179 oracle corp	4,396	4,591
60 occidental petroleum	4,601	5,650
79 nike class b	5,532	7,642
212 microsoft	1,481	5,504
44 mcdonalds corp	2,801	4,414
243 lowes companies	5,234	6,167
213 jp morgan chase	8,719	7,082
93 johnson & johnson	5,904	6,099
138 honeywell intl	5,668	7,500
13 google inc	6,476	8,397
112 general mills	4,099	4,526
435 general electric	7,304	7,865
85 exxon mobil corp	6,922	7,205
75 costco wholesale	4,561	6,249

Name of Stock	End of Year Book Value	End of Year Fair Market Value
101 boeing company	6,643	7,408
25 apple inc	5,230	10,125

TY 2011 Other Decreases Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
Increase in Grants Payable	314,783

TY 2011 Other Expenses Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Expense	64	32		32
BANK FEES	120	60		60

TY 2011 Other Liabilities Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value
Federal Excise Tax Payable	1,500	3,117

TY 2011 Other Professional Fees Schedule

Name: Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GOLDMAN SACHS- MANAGEMENT FEES	5,694	2,847	0	2,847

TY 2011 Taxes Schedule

Name: Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	6,437			

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, 2011

CASH BALANCES	BOOK VALUE	MARKET VALUES												
	12/31/2011	December	November	October	September	August	July	June	May	April	March	February	January	
Bancorp South	26,700	23,945	18,373	21,704	15,668	9,347	12,475	7,989	2,515	3,725	3,929	2,825	4,461	
Goldman Sachs	26,878	20,768	31,364	49,032	49,788	50,433	49,821	49,048	52,774	56,219	56,798	57,890	58,754	
TOTALS	53,578	44,712	49,737	70,736	65,456	59,780	62,295	57,037	55,289	59,944	60,727	60,714	63,215	
AVERAGE BALANCE	<u>59,012</u>													

SIMON & LOUISE HENDERSON FOUNDATION

FORM 990-PF, I.D. #75-6022769

PART X, LINE 1a

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE YEAR ENDED DECEMBER 31, 2011

SECURITY	BOOK VALUE	NO OF SHARES	MARKET VALUES																														
	12/31/2011	DECEMBER	NOVEMBER	OCTOBER	SEPTEMBER	AUGUST	JULY	JUNE	MAY	APRIL	MARCH	FEBRUARY	JANUARY																				
AFLAC INCORPORATED																			81	4 768	81	4 664											
AMERICAN EXPRESS CO	7 021	153	7 217	153	7 350	153	7 745	153	6 870	153	4 606	127	6 355	127	6 566	127	6 553	101	4 957	54	2 441												
AMERICAN TOWER CORPORATIC	5 022	98	5 881	98	5 782	98	5 400	98	5 272	98	5 278	98	5 148	98	5 128	98	5 437	98	5 126	98	5 078	100	5 396	100	5 086								
APPLE INC	5 229	25	10 125	25	9 555	25	10 119	25	9 533	25	9 621	25	575	575	5 583	575	6 302	420	4 935	420	5 158	420	5 599	420	6 002	311	4 270						
BANK OF AMERICA CORP																			80	4 302	80	4 252		80	3 879								
BAXTER INTERNATIONAL																			63	4 629	65	4 446		65	4 256								
BIOGEN IDEC INC																																	
BOEING COMPANY	6 643	101	7 408	101	6 938	101	6 645	101	6 112	101	6 753	101	7 117	82	6 062	82	6 398	82	6 542	82	6 062	82	5 905	82	5 697								
CHARLES SCHWAB CORP																																	
CISCO SYSTEMS INC																																	
CONOCO PHILLIPS																																	
COSTCO WHOLESALE CORP	4 561	75	6 249	75	6 398	75	6 244	75	6 160	75	5 891	75	5 870	75	6 093	93	7 671	93	7 523	93	6 819	93	6 955	93	6 681								
DEVON ENERGY CORP	8 099	103	6 386	103	6 742	103	6 690	89	4 934	89	6 037	62	4 879	43	3 389	43	3 615	43	3 913	43	3 946												
EMC CORPORATION MASS	5 285	212	4 566	212	4 878	212	5 196	169	3 547	169	3 818	116	3 025	116	3 196	116	3 302	116	3 287	116	3 081	116	3 156										
EMERSON ELECTRIC CO																			71	3 994	71	3 874	71	4 315	71	4 149	71	4 236	71	4 180			
EXXONMOBIL CORP	6 922	85	7 205																														
GENERAL ELECTRIC CO	7 304	435	7 865	435	6 921	435	7 269	435	6 621	435	7 095	435	7 791	435	8 204	435	8 543	435	8 895	435	8 722	435	9 100	435	8 761								
GENERAL MILLS INC	4 099	112	4 526	112	4 474	112	4 315	112	4 311	112	4 246	112	4 183	112	4 169	112	4 454	112	4 321	112	4 094	112	4 160	112	3 895								
GOOGLE INC	6 476	13	8 397	13	7 792	13	7 704	13	6 696	13	7 032	13	7 848	13	6 583	13	6 877	13	7 073	13	7 628	13	7 974	11	6 604								
HONEYWELL INTL	5 669	138	7 500	138	7 473	138	7 231	138	6 060	138	6 598	138	7 328	138	8 223	138	8 218	138	8 450	138	8 240	137	7 934	137	7 673								
JOHNSON & JOHNSON	5 904	93	6 099	93	6 019	93	5 988	93	5 923	93	6 119	93	6 025	93	6 186	93	6 258	93	6 112	93	5 510	93	5 714	93	5 559								
JP MORGAN CHASE	6 719	213	7 082	213	6 597	213	7 404	213	6 416	213	8 000	180	7 281	180	7 369	180	7 783	180	8 213	180	8 298	183	8 224										
LOWES COMPANIES	5 234	243	6 167	243	5 834	243	5 108	243	4 700	243	4 843	243	5 244	243	5 664	243	5 866	243	6 379	243	6 422	246	6 438	199	4 935								
MCDONALDS CORP	2 801	44	4 415	44	4 203	44	4 085	44	3 864	44	3 978	44	3 805	44	3 710	44	3 588	44	3 446	44	3 347	44	3 330	44	3 241								
MERCK & CO	5 883	170	6 480	170	6 078	170	5 865	170	5 559	170	5 626	170	5 802	170	5 999	122	4 484	122	4 386														
MICROSOFT CORP	1 481	212	5 504	212	5 423	212	5 646	212	5 277	212	5 639	212	5 809	212	5 512	212	5 302	212	5 495	212	5 383	217	5 768	217	6 017								
NIKE CLASS B	5 532	79	7 641	79	7 598	79	7 612	79	6 755	79	6 845	79	7 122	79	7 108	79	6 671	79	6 503	79	5 980	60	5 342	60	4 949								
OCCIDENTAL PETROLEUM	4 601	60	5 650	60	5 934	60	5 576	60	4 290	60	5 204	60	5 891	60	6 242	60	6 471	60	6 857	60	6 269	85	8 667	85	8 218								
ORACLE CORPORATION	4 396	179	4 591	179	5 612	179	5 866	179	5 144	179	5 025	179	5 473	179	5 891	179	6 125	179	6 437	179	5 984	179	5 733										
PEPSICO INC	3 527	90	6 018	90	5 760	90	5 666	90	5 571	90	5 799	90	5 763	122	8 592	122	8 677	122	8 404	122	7 858	123	7 801	123	7 910								
PRAXAIR INC	4 230	52	5 559	52	5 304	52	5 287	52	4 861	52	5 121	52	5 389	52	5 636	52	5 504	52	5 534	52	5 283	41	4 075	41	3 815								
PROCTER & GAMBLE CO	2 716	73	4 870	73	4 714	73	4 671	73	4 612	73	4 649	73	4 489	73	4 641	73	4 891	73	4 738	73	4 497	73	4 603	73	4 609								
PRUDENTIAL FINANCIAL INC	7 364	127	6 365	110	5 570	110	5 962	110	5 154	110	5 523	85	4 987	65	4 133																		
QUALCOMM INC	5 407	140	7 658	140	7 672	140	7 224	140	6 807	140	7 204	140	7 669	140	7 951	140	8 203	140	7 993	140	7 676	140	8 341	140	7 578								
SCHLUMBERGER LTD	4 242	67	4 594	67	5 047	67	4 922	67	4 002	67	5 234	67	6 055	67	5 789	67	5 743	67	6 013	91	8 487	93	8 688	93	8 276								
SOUTHWESTERN ENERGY CO																			85	3 788	117	5 017	117	5 132	117	5 027	117	4 619	117	4 622			
STAPLES INC																			283	4 546	283	4 471	283	4 760	283	5 983	283	5 496	283	6 028	283	6 314	
THE BANK OF NY MELLON CORP																			171	4 807	171	4 952	171	5 108	174	5 288	174	5 434					
THE TRAVELERS COMPANIES	5 220	98	5 799	98	5 513	98	5 718	98	4 776	98	4 945	98	5 403	98	5 721	98	6 084	98	6 201	98	5 829	98	5 873	98	5 514								
THERMO FISHER SCIENTIFIC	5 631	112	5 037	112	5 292	112	5 630	112	5 672	112	6 152	112	6 730	112	7 212	112	7 330	112	6 719	112	6 222	114	6 363	114	6 529								
VISA INC	4 480	61	6 193	61	5 915	61	5 689	75	6 429	75	6 591	75	6 415	75	6 321	75	6 080	75	5 859	75	5 522	80	5 844	80	5 588								
WALT DISNEY COMPANY	5 766	179	6 820	179	6 417	179	6 244	147	4 433	147	5 007																						
LUFKIN INDUSTRIES	86 247	167 320	11 262 309	167 320	11 725 786	170 720	10 087 845	170 720	9 084 011	170 720	10 620 491	170 720	13 910 266	170 720	14 690 456	170 720	15 486 011	170 720	15 762 578	170 720	15 957 198	170 720	13 341 768	170 720	11 390 438								
TOTALS	251 711	11 458 176	11 918 501		10 280 438		9 257 554		10 802 748		14 106 156		14 893 771		15 692 460		15 970 738		16 159 298		13 546 821		11 587 984										
AVERAGE SECURITIES BALANCE	12 972 887																																