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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE HENDERSON-WESSENDORFF FOUNDATION
611 MORTON STREET
RICHMOND, TX 77469

A Employer identification number
74-6047149

B Telephone number (see the instructions)
(281) 342-2044

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 ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 186,538,479.

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 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)	74,383,631.			
	2	Ck ► ☐ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	994,315.	994,315.		
	4	Dividends and interest from securities	796,172.	796,172.		
	5 a	Gross rents	3,225,314.	3,225,314.		
	b	Net rental income or (loss) 3,225,314.				
	6 a	Net gain/(loss) from sale of assets not on line 10	1,880,756.			
	b	Gross sales price for all assets on line 6a 31,820,967.				
	7	Capital gain net income (from Part IV, line 2)		1,880,756.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	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	15,881,184.	15,881,184.		
	12	**Total.** Add lines 1 through 11	97,161,372.	22,777,741.	0	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	647,420.	403,695.		243,725.
	14	Other employee salaries and wages	549,187.	162,500.		386,687.
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule) SEE ST 2	5,889.	5,005.		884.
	b	Accounting fees (attach sch) SEE ST 3	39,740.	33,779.		5,961.
	c	Other prof fees (attach sch) SEE ST 4	71,235.	60,550.		10,685.
	17	Interest	28.	28.		
	18	Taxes (attach schedule)(see instrs) SEE STM 5	1,473,297.	1,017,743.		45,535.
	19	Depreciation (attach sch) and depletion	191,598.	82,921.		
	20	Occupancy				
	21	Travel, conferences, and meetings	8,295.	4,148.		4,147.
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 6	1,384,488.	882,824.		501,664.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,371,177.	2,653,193.		1,199,288.
	25	Contributions, gifts, grants paid PART XV	3,485,461.			3,485,461.
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,856,638.	2,653,193.	0.	4,684,749.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	89,304,734.			
	b	**Net investment income** (if negative, enter 0)		20,124,548.		
	c	**Adjusted net income** (if negative, enter 0)			0.	

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/23/12 Form **990-PF** (2012)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		546,406.	5,288,984.	5,288,984.
	3	Accounts receivable ►				
		Less allowance for doubtful accounts ►		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) ►	2,130,954.			
		Less allowance for doubtful accounts ►		1,634,037.	2,130,954.	2,130,954.
	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)		8,890,442.	48,757,953.	55,257,953.
	c	Investments – corporate bonds (attach schedule)		2,152,753.	22,910,392.	24,063,399.
	11	Investments – land, buildings, and equipment basis ►	25,993,102.			
		Less accumulated depreciation (attach schedule) SEE STMT 7 ►	431,062.	16,133,175.	25,562,040.	26,831,844.
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)		1,100,760.	4,726,644.	4,726,644.
	14	Land, buildings, and equipment basis ►	5,546,364.			
		Less accumulated depreciation (attach schedule) SEE STMT 8 ►	227,168.		5,319,196.	5,038,201.
	15	Other assets (describe ► SEE STATEMENT 9)		71,692.	5,502,493.	63,200,000.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		30,533,890.	120,199,156.	186,538,479.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue			57,907.	
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)		7,679.		
	22	Other liabilities (describe ► SEE STATEMENT 10)			336,728.	
	23	**Total liabilities** (add lines 17 through 22)		7,679.	394,635.	
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		30,526,211.	119,804,521.	
	30	**Total net assets or fund balances** (see instructions)		30,526,211.	119,804,521.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		30,533,890.	120,199,156.	

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	30,526,211.
2	Enter amount from Part I, line 27a	2	89,304,734.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	119,830,945.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 11	5	26,424.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	119,804,521.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 12			
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			(l) 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	1,880,756.
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	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))
2011	2,074,292.	21,434,679.	0.096773
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

2	**Total** of line 1, column (d)	2	0.425505
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	0.085101
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	162,284,391.
5	Multiply line 4 by line 3	5	13,810,564.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	201,245.
7	Add lines 5 and 6	7	14,011,809.
8	Enter qualifying distributions from Part XII, line 4	8	5,163,832.

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	402,491.
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	402,491.
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	402,491.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 67,272.		
b	Exempt foreign organizations — tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 453,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	520,272.
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	117,781.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 117,781. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		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?	1c		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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
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?	**13**	X	

Website address ► WWW.HW-FOUNDATION.COM

14 The books are in care of ► BEN JONES Telephone no ► (281) 342-2044

Located at ► 611 MORTON STREET RICHMOND TX ZIP + 4 ► 77469

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A

		Yes	No
16 At any time during calendar year 2012, 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**		X
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
1 a 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)?		**1 b**	N/A	
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 2012?		**1 c**		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ **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)		**2 b**	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 ► 20__ , 20__ , 20__ , 20__				
3 a 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 2012 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 2012.)*		**3 b**	N/A	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		**4 a**		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 2012?		**4 b**		X

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** Yes: ☐ No: X

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? ☒ 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** Yes: ☐ No: 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 13		647,420.	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 MANAGE 35	57,288.	0.	0.
JULIE D. GASTON 1513 FROST STREET ROSENBERG, TX 77471	GRANTS COORDI 40	65,260.	0.	0.
MARIA D. CRUZ 314 LAND GRANT DRIVE RICHMOND, TX 77406	ADMIN. ASST. 40	59,302.		0.
MATTHEW I. JOHNSON P.O. BOX 148 FISCHER, TX 78623	WELL SPRING D 40	71,260.	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.	486,603.
2 SEE STATEMENT 14	70,694.
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.

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	67,700,533.
b	Average of monthly cash balances			1b	4,126,315.
c	Fair market value of all other assets (see instructions)			1c	92,928,879.
d	**Total** (add lines 1a, b, and c)			1d	164,755,727.
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	164,755,727.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	2,471,336.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	162,284,391.
6	**Minimum investment return.** Enter 5% of line 5			6	8,114,220.

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	8,114,220.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	402,491.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	402,491.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	7,711,729.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,711,729.
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	7,711,729.

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	4,684,749.
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	479,083.
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	5,163,832.
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,163,832.

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 instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					7,711,729.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009	431,087.				
d From 2010	482,722.				
e From 2011	1,014,596.				
f Total of lines 3a through e		1,928,405.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 5,163,832.					
a Applied to 2011, 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 2012 distributable amount					5,163,832.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		1,928,405.			1,928,405.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					619,492.
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 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

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 2012, 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)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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 foundation 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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 15

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED	SEE ATTACHED	501C3	SEE ATTACHED	3,485,461.
Total			► **3a**	3,485,461.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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			14	994,315.	
4 Dividends and interest from securities			14	796,172.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property			16	3,225,314.	
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	1,880,756.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 16		15,367.		15,865,817.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		15,367.		22,762,374.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 22,777,741.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)	X	
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
1A(1)	40,000.	MORTON CEMETERY ASSN.	GRANT

2 a 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
MORTON CEMETERY ASSN.	501(C)(13)	SOME COMMON OFFICERS AND DIRECTORS.

Sign Here

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Ben Jones
Date: 9/18/13
Title: CFO

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
BARBARA NOWOTNY, CPA	Barbara Nowotny	8/30/13		P01372650

Firm's name ► BARBARA NOWOTNY, LLC
Firm's EIN ► 45-4988225
Firm's address ► P.O. BOX 357
BELLAIRE, TX 77402
Phone no 713 206-4964

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

2012

Name of the organization
THE HENDERSON-WESSENDORFF FOUNDATION

Employer identification number
74-6047149

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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, 990EZ, or 990-PF.

Name of organization
THE HENDERSON-WESSENDORFF FOUNDATION

Employer identification number
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	$ 86,000.	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	$ 425,347.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	ETATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	$ 594,675.	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	$ 53,289,569.	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	$ 13,790,455.	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	$ 332,414.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization
THE HENDERSON-WESSENDORFF FOUNDATION

Employer identification number
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	$ 5,730,195.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
8	ESTATE OF LOISE H. WESSENDORFF P.O. BOX 669 RICHMOND, TX 77469	$ 134,976.	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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 1 to 2 of Part II

Name of organization
THE HENDERSON-WESSENDORFF FOUNDATION

Employer identification number
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
1	NOTE REC-WIA STOCK	$ 86,000.	1/01/12
2	INDUSTRY BANCSHARES	$ 425,347.	1/01/12
3	LAND - TRACT M (CORSICANA) AND TRACT G (ANGLETON 75%)NET OF 4,125 RECEIVABLE.	$ 594,675.	1/01/12
4	WELLS FARGO SECURITIES	$ 53,289,569.	1/31/12
5	FIXED ASSETS, REAL ESTATE	$ 13,790,455.	1/01/12
6	NOTE REC-FBFHC AND MARTIN	$ 332,414.	1/01/12

Name of organization

THE HENDERSON-WESSENDORFF FOUNDATION

Employer identification number

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
7	MINERAL INTERESTS, NET OF ACCUM DEPLETION	$ 5,730,195.	1/01/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE HENDERSON-WESSENDORFF FOUNDATION	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 columns (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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
K-1 INCOME - LAZARD LTD	$ 2,611.	$ 2,611.	
K-1 INCOME- CAPITAL ROYAL	4,790.	4,790.	
K-1 INCOME-EAGLE INCOME	33,389.	33,389.	
MISC INCOME	5,953.	5,953.	
NOMINEE FROM #20-4046036	171,898.	171,898.	
NOMINEE FROM #20-6884651	644,126.	644,126.	
ROYALTY INCOME	15,004,155.	15,004,155.	
WELL SPRING INCOME	14,262.	14,262.	
TOTAL	$ 15,881,184.	$ 15,881,184.	$ 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 FEES	$ 5,889.	$ 5,005.		$ 884.
TOTAL	$ 5,889.	$ 5,005.	$ 0.	$ 884.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 39,740.	$ 33,779.		$ 5,961.
TOTAL	$ 39,740.	$ 33,779.	$ 0.	$ 5,961.

STATEMENT 4
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
OTHER PROFESSIONAL FEES	$ 71,235.	$ 60,550.		$ 10,685.
TOTAL	$ 71,235.	$ 60,550.	$ 0.	$ 10,685.

STATEMENT 5
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	$ 6,493.			$ 6,493.
TAXES - AD VALOREM	341,142.	$ 341,142.		
TAXES - EXCISE	410,019.			
TAXES - FOREIGN	24,363.	24,363.		
TAXES - PAYROLL	53,732.	27,403.		26,329.
TAXES & FEES- ROYALTIES	621,038.	621,038.		
WELL SPRING TAXES - PAYROLL	16,510.	3,797.		12,713.
TOTAL	$ 1,473,297.	$ 1,017,743.	$ 0.	$ 45,535.

STATEMENT 6
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	$ 32,904.	$ 16,452.		$ 16,452.
BANK & INVESTMENT MGMT FEES	450,638.	450,638.		
CONSULTING FEES	2,732.	1,366.		1,366.
CONTRACT SERVICES	18,290.	9,145.		9,145.
DEPLETION	229,271.	229,271.		
DUES & SUBSCRIPTIONS	35,907.	5,386.		30,521.
EMPLOYEE BENEFITS-ADMIN	99,669.	50,831.		48,838.
EQUIPMENT RENTAL	4,054.	2,027.		2,027.
EXPENSE REIMBURSEMENTS	-104,816.	-104,816.		
INSURANCE	39,821.	19,911.		19,910.
INVESTMENT FEES	29,159.	29,159.		
LONG ACRES RANCH MAINTENANCE	45,719.			45,719.
LONG ACRES RANCH SUPPLIES	3,464.			3,464.
LONG ACRES RANCH UTILITIES	15,018.			15,018.
MAINTENANCE - JANITORIAL SERVICE	13,987.	13,987.		
MAINTENANCE - TRASH SERVICE	1,681.	1,681.		
MAINTENANCE & REPAIRS	89,615.	89,615.		
MEETING SUPPLIES	623.	312.		311.
MISCELLANEOUS EXPENSE	6,613.	6,613.		
OFFICE & BUILDING SUPPLIES	17,422.	16,551.		871.
PAYROLL FEES	1,471.	750.		721.
POSTAGE & DELIVERY	1,595.	797.		798.
STAFF LEASING	1,360.	1,360.		
UTILITIES	29,290.	29,290.		
WELL SPRING AUTO	20,616.			20,616.
WELL SPRING EMPLOYEE BENEFITS	52,678.	12,116.		40,562.
WELL SPRING INSURANCE	88,467.			88,467.
WELL SPRING MAINT- WATER PLANT EXP	11,877.			11,877.
WELL SPRING MAINTENANCE & REPAIRS	76,304.			76,304.
WELL SPRING MAINT-TRASH SERVICE	1,796.			1,796.
WELL SPRING PAYROLL FEES	1,662.	382.		1,280.
WELL SPRING PROPANE	1,130.			1,130.
WELL SPRING SUPPLIES	19,884.			19,884.
WELL SPRING UTILITIES	44,587.			44,587.
TOTAL	$ 1,384,488.	$ 882,824.	$ 0.	$ 501,664.

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	$ 79,110.	$ 57,506.	$ 21,604.	$ 79,110.
FURNITURE AND FIXTURES	267,556.	180,039.	87,517.	267,555.
BUILDINGS	745,977.	111,908.	634,069.	864,680.
IMPROVEMENTS	510,229.	81,609.	428,620.	0.
LAND	24,390,230.		24,390,230.	25,620,499.
TOTAL	$ 25,993,102.	$ 431,062.	$ 25,562,040.	$ 26,831,844.

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	$ 54,841.	$ 26,042.	$ 28,799.	$ 54,841.
FURNITURE AND FIXTURES	55,197.	6,392.	48,805.	55,197.
BUILDINGS	3,330,328.	187,563.	3,142,765.	2,273,190.
IMPROVEMENTS	223,188.	7,171.	216,017.	0.
LAND	1,882,810.		1,882,810.	2,654,973.
TOTAL	$ 5,546,364.	$ 227,168.	$ 5,319,196.	$ 5,038,201.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	$ 5,502,493.	$ 63,200,000.
TOTAL	$ 5,502,493.	$ 63,200,000.

STATEMENT 10
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

TOTAL $ 336,728.

STATEMENT 11
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NON DEDUCTIBLE EXPENSES	$ 26,424.
TOTAL	$ 26,424.

STATEMENT 12
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 #8800 ST COVERED	PURCHASED	VARIOUS	12/31/2012
2	WF #8800 LT COVERED	PURCHASED	VARIOUS	12/31/2012
3	WF #8800 LT NON COVERED	PURCHASED	VARIOUS	12/31/2012
4	WF #8801 ST COVERED	PURCHASED	VARIOUS	12/31/2012
5	WF #8801 ST NON COVERED	PURCHASED	VARIOUS	12/31/2012
6	WF #8801 LT COVERED	PURCHASED	VARIOUS	12/31/2012
7	WF #8801 LAZARD PARTNERSHIP	PURCHASED	VARIOUS	12/31/2012
8	WF #8802 ST COVERED	PURCHASED	VARIOUS	12/31/2012
9	WF #8802 LT COVERED	PURCHASED	VARIOUS	12/31/2012
10	WF #8802 LT NON COVERED	PURCHASED	VARIOUS	12/31/2012
11	WF #8803 ST COVERED	PURCHASED	VARIOUS	12/31/2012
12	WF #8803 ST NON COVERED	PURCHASED	VARIOUS	12/31/2012
13	WF #8803 LT COVERED	PURCHASED	VARIOUS	12/31/2012
14	WF #8803 LT NON COVERED	PURCHASED	VARIOUS	12/31/2012
15	WF #8804 ST COVERED	PURCHASED	VARIOUS	12/31/2012
16	WF #8804 LT COVERED	PURCHASED	VARIOUS	12/31/2012
17	WF #8804 LT NON COVERED	PURCHASED	VARIOUS	12/31/2012
18	WF #5800 ST NON COVERED	PURCHASED	VARIOUS	12/31/2012
19	WF #5800 LT NON COVERED	PURCHASED	VARIOUS	12/31/2012
20	PAD SITES	PURCHASED	VARIOUS	12/31/2012
21	IMA LOSSES	PURCHASED	VARIOUS	12/31/2012
22	STMT TRANSACTIONS	PURCHASED	VARIOUS	12/31/2012
23	CAPITAL GAIN DISTRIBUTION ML #8800	PURCHASED	VARIOUS	12/31/2012
24	CAPITAL GAIN DISTRIBUTION ML #8802	PURCHASED	VARIOUS	12/31/2012
25	INSTALLMENT SALE	PURCHASED	VARIOUS	12/31/2012

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	4482930.		4532303.	-49,373.				$ -49,373.
2	1203531.		1193493.	10,038.				10,038.
3	2258344.		1818300.	440,044.				440,044.
4	1065446.		1210799.	-145,353.				-145,353.
5	31,545.		28,966.	2,579.				2,579.
6	305,657.		299,701.	5,956.				5,956.
7	165,387.		166,494.	-1,107.				-1,107.
8	3792895.		3797817.	-4,922.				-4,922.
9	352,699.		356,271.	-3,572.				-3,572.
10	6040749.		5967672.	73,077.				73,077.
11	570,572.		483,304.	87,268.				87,268.
12	116,762.		89,040.	27,722.				27,722.
13	565,303.		613,623.	-48,320.				-48,320.
14	3091558.		2090103.	1001455.				1001455.
15	226,360.		220,923.	5,437.				5,437.
16	129,117.		196,357.	-67,240.				-67,240.
17	851,491.		775,471.	76,020.				76,020.
18	862,319.		880,677.	-18,358.				-18,358.
19	5074705.		5153528.	-78,823.				-78,823.
20	500,000.		65,369.	434,631.				434,631.
21	12,590.		0.	12,590.				12,590.
22	18,222.		0.	18,222.				18,222.
23	547.		0.	547.				547.
24	85,917.		0.	85,917.				85,917.
25	16,321.		0.	16,321.				16,321.
							TOTAL	$ 1880756.

STATEMENT 13
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 DRIVE RICHMOND, TX 77469	C.O.B./GRANTS 40.00	$ 108,923.	$ 0.	$ 0.
JACK H. MOORE 2116 THOMPSON RD, SUITE #116 RICHMOND, TX 77469	SEC/DIR/LEGAL 10.00	62,442.	0.	0.
CHARLES PAT MCDONALD P.O. BOX 300 RICHMOND, TX 77406	PRESIDENT/CEO 40.00	258,297.	0.	0.
CAROL A. CANTRELL 3700 BUFFALO SPDWY, SUITE #520 HOUSTON, TX 77098	ADVISORY DIR. 0	0.	0.	0.
LANE WARD 4014 BRYNMAWR DRIVE RICHMOND, TX 77406	DIRECTOR 2.00	16,350.	0.	0.
SETH DELEERY 9002 CLITHEA COVE AUSTIN, TX 78759	DIRECTOR 2.00	15,000.	0.	0.
BARBARA BLEIL 108 HILLCREST DRIVE RICHMOND, TX 77469	DIRECTOR 2.00	13,500.	0.	0.
WILL ROBERTSON 333 CLAY STREET #4060 HOUSTON, TX 77002	DIRECTOR 2.00	0.	0.	0.
CHARLES HERDER 1300 POST OAK, SUITE 200 HOUSTON, TX 77056	COMMITTE MMBR 0	600.	0.	0.
BEN JONES 1939 SHADOW FOREST KATY, TX 77494	CFO 40.00	172,308.	0.	0.
	TOTAL	$ 647,420.	$ 0.	$ 0.

STATEMENT 14
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
OPERATION OF LONG ACRES RANCH AND MISS JANIE'S HOUSE. HOUSE IS 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 USED AS A NATURE PRESERVE AND FOR HOSTING OUTDOOR ACTIVITIES FOR BOY SCOUTS AND SIMILAR ORGANIZATIONS.	$ 70,694.

STATEMENT 15
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 STREET
CITY, STATE, ZIP CODE: RICHMOND, TX 77469
TELEPHONE: 281-342-2044
E-MAIL ADDRESS:
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: PURPOSE OR USE RESTRICTIONS ARE IMPOSED.

STATEMENT 16
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSINESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLUSION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
K-1 INCOME - LAZARD LTD			14	$ 2,611.	
K-1 INCOME- CAPITAL ROYAL			15	4,790.	
K-1 INCOME-EAGLE INCOME	900099	$ 15,367.	14	18,022.	
MISC INCOME			14	5,953.	
NOMINEE FROM #20-4046036			15	171,898.	
NOMINEE FROM #20-6884651			15	644,126.	
ROYALTY INCOME			15	15004155.	
WELL SPRING INCOME			16	14,262.	
TOTAL		$ 15,367.		$ 15865817.	$ 0.

OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

WF #5800 IMA		$ 920,079.
AMEGY BANK		1,157.
NR-FBFHC		15,680.
NR-MARTIN		1,394.
WESSENDORFF INS		6,031.
PIONEER		371.
SERIES 2012 BOND		49,603.
	TOTAL	$ 994,315.

OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.

WF #5800 IMA		$ 3,203.
WF #8800 AVALON		169,245.
WF #8801 WCM		83,673.
WF #8802 MUTUAL FUNDS		170,636.
WF #8803 MITCHELL		189,152.
WF #8804 FIDUCIARY		162,097.
INDUSTRY BANK		18,166.
	TOTAL	$ 796,172.

BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS

CASH - WELLS FARGO		$ 4,287,828.
CASH - AMEGY BANK CD		1,001,156.
	TOTAL	$ 5,288,984.

BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]

WF - FIDUCIARY		$ 6,870,730.
WF - AVALON		6,925,583.
WF - WCM		4,890,156.
WF - MITCHELL		15,540,712.
WF - MUTUAL FUNDS		14,105,425.
INDUSTRY BANCSHARES		425,347.
	TOTAL	$ 48,757,953.

BALANCE SHEET
CORPORATE BONDS (FORM 990-PF)[O]

WF - IMA ACCT		$ 22,910,392.
	TOTAL	$ 22,910,392.

BALANCE SHEET
OTHER (FORM 990-PF)[O]

PARTNERSHIP INT - EAGLE INCOME APPR II		$ 3,233,670.
PARTNERSHIP INT - CAPITAL ROYALTY PTRS II		1,492,974.
	TOTAL	$ 4,726,644.

DEALEC. SCH. 1 OF 5

71400 Henderson Wessendorff Foundation
74-6047149
FYE: 12/31/2012

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

Asset	d t	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 - 611 Morton												
93		4-ton A/C unit	10/15/09	6,582	0	3,291	3,840	219	4,059	2,523	S/L	15.0
94		Sprinkler system	12/08/09	7,700	0	3,850	4,737	257	4,994	2,706	S/L	15.0
95		7.5-ton A/C unit	8/03/10	6,911	0	0	653	461	1,114	5,797	S/L	15.0
96		Landscaping/grass	7/06/10	4,488	0	0	449	299	748	3,740	S/L	15.0
97		Remodel kitchen/conf room	10/30/11	30,216	0	30,216	30,216	0	30,216	0	S/L	15.0
98		Office building	12/20/08	690,080	0	0	53,083	17,694	70,777	619,303	S/L	39.0
99		Land - 611 Morton	12/20/08	170,100	0	0	0	0	0	170,100	Land	0.0
		Investments - 611 Morton		916,077 ✓	0c	37,357	92,978	18,930	Ⓘ 111,908	804,169		
Group: Investments - Autos												
3		07 Ford Truck	1/31/07	21,320	0	0	14,360	1,775	16,135	5,185	200DB	5.0
87		Ford Bronco 4WD	12/20/08	4,950	0	0	3,881	535	4,416	534	200DB	5.0
88		Ford F-250 2-door (Blanco)	12/20/08	9,090	0	0	7,127	982	8,109	981	200DB	5.0
89		2009 Ford Truck/hitch/guards	8/21/09	43,750	0	18,910	18,910	9,936	28,846	14,904	200DB	5.0
		Investments - Autos		79,110 ✓	0c	18,910	44,278	13,228	Ⓘ 57,506	21,604		
Group: Investments - F, F & E												
8		Sears tractor	9/30/08	1,921	0	961	1,589	204	1,793	128	200DB	5.0
10		Fireproof cabinet	5/04/09	1,926	0	963	1,505	120	1,625	301	200DB	7.0
14		Color Printer FSC5100DN	3/11/10	795	0	398	604	77	681	114	200DB	5.0
2011 22		Furn. - Blanco farm house (LHW)	1/01/11	2,500	0	0	357	357	714	1,786	S/L	7.0
39		Office furniture - Ben	8/22/11	4,129	0	0	197	589	786	3,343	S/L	7.0
40		Computer - Julie	8/22/11	681	0	0	45	137	182	499	S/L	5.0
43		John Deere Loader + ext. wty.	10/24/11	37,521	0	0	893	5,361	6,254	31,267	S/L	7.0
52		Kitchen furniture - 611 Morton	11/21/11	2,457	0	0	29	351	380	2,077	S/L	7.0
64		30' Tandem-axle flat bed trailer	12/20/08	3,500	0	0	2,224	365	2,589	911	200DB	7.0
65		24' Farewest livestock trailer	12/20/08	4,500	0	0	2,860	469	3,329	1,171	200DB	7.0
2012 66		16' Falcon low-boy trailer	12/20/08	800	0	0	508	83	591	209	200DB	7.0
67		JD 6420 w/ FE loader	12/20/08	39,000	0	0	24,787	4,061	28,848	10,152	200DB	7.0
68		JD 5525 w/ FE loader	12/20/08	28,000	0	0	17,796	2,915	20,711	7,289	200DB	7.0
69		Ford 6610 w/ FE loader	12/20/08	10,000	0	0	6,356	1,041	7,397	2,603	200DB	7.0
70		Ladder (fr. Morton Cemetery)	6/15/09	896	0	0	700	56	756	140	200DB	7.0
71		20' Flatbed trailer	9/15/09	4,456	0	2,228	3,528	371	3,899	557	150DB	5.0
72		SS330 Bobcat	9/04/09	58,305	0	29,153	46,163	4,857	51,020	7,285	150DB	5.0
73		Pallet fork for tractor	11/20/09	980	0	0	492	139	631	349	200DB	7.0
74		JD mower	10/05/10	16,533	0	16,533	16,533	0	16,533	0	150DB	5.0
75		Mower (fr. Rosenberg Tractor)	4/05/11	1,249	0	1,249	1,249	0	1,249	0	150DB	7.0
76		2012 Polaris	10/07/11	14,895	0	14,895	14,895	0	14,895	0	150DB	5.0
77		JD,Lawn Tractor w/42" deck	4/16/12	2,819	0c	0	0	376	376	2,443	S/L	5.0
78		Bookcase - Pat's office	4/23/12	895	0c	0	0	85	85	810	S/L	7.0
79		Office equip.	12/20/08	2,300	0	1,150	1,462	239	1,701	599	200DB	7.0
80		Phone system	4/15/09	3,957	0	1,979	3,092	247	3,339	618	200DB	7.0
81		Chair - front desk	8/15/09	920	0	460	719	57	776	144	200DB	7.0
82		Fire-proof file cabinet	11/02/09	1,927	0	964	1,506	120	1,626	301	200DB	7.0
83		Speaker/phone (conf. room)	2/15/10	569	0	285	417	43	460	109	200DB	7.0

DEPREC. SCH. 2 OF 5

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

Asset	d t	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 - F, F & E (continued)												
84		Computer - Socorro	7/16/10	1,207	0	604	899	123	1,022	185	200DB	5.0
85		Fire-proof file cabinet	1/18/11	1,965	0	1,965	1,965	0	1,965	0	200DB	7.0
86		Office furniture (Socorro)	8/15/11	2,382	0	2,382	2,382	0	2,382	0	200DB	7.0
90		Computer (front desk)	5/14/12	1,463	0c	0	0	195	195	1,268	S/L	5.0
91		Ranch King trailer	6/05/12	2,259	0c	0	0	264	264	1,995	S/L	5.0
92		JD Commercial mower (60")	7/05/12	9,849	0c	0	0	985	985	8,864	S/L	5.0
		Investments - F, F & E		267,556 ✓	0c	76,169	155,752 111,804	24,287 Ⓘ	180,039	87,517		
Group: Investments - Land												
5		Land - 25% Brazoria (Orig. HWF)	9/09/99	110,693	0	0	0	0	0	110,693	Land	0.0
38		Land - Blanco Ranch (part. Tr. H)	1/01/11	4,654,050	0	0	0	0	0	4,654,050	Land	0 0
48		Land - Church Hay #1 (Tr. B)	1/01/11	101,000	0	0	0	0	0	101,000	Land	0.0
49		Land - Watson Pastures (Tr. C)	1/01/11	5,232,705	0	0	0	0	0	5,232,705	Land	0.0
50		Land - Church Hay #2 (Tr. N)	1/01/11	441,000	0	0	0	0	0	441,000	Land	0.0
51		Land - 2317 Wms Way (Tr. O)	1/01/11	394,890	0	0	0	0	0	394,890	Land	0.0
117		Land - Tr. D	1/01/12	3,481,500	0c	0	0	0	0	3,481,500	Land	0.0
118		Land - Tr. E	1/01/12	545,150	0c	0	0	0	0	545,150	Land	0.0
119		Land - Tr. F	1/01/12	8,503,082	0c	0	0	0	0	8,503,082	Land	0 0
120		Land - Tr. I	1/01/12	1,680	0c	0	0	0	0	1,680	Land	0 0
121		Land - Tr. J	1/01/12	155,580	0c	0	0	0	0	155,580	Land	0 0
122		Land - Tr. G	1/01/12	597,000	0c	0	0	0	0	597,000	Land	0 0
123		Land - Tr M	1/01/12	1,800	0c	0	0	0	0	1,800	Land	0.0
		Investments - Land		24,220,130 ✓	0c	0	0	0	0	24,220,130		
Group: Investments - Land Improv												
12		Dozer work - Blanco	11/17/09	7,695	0	0	0	0	0	7,695	Land	0.0
20		Fence - Blanco Ranch	7/09/09	57,453	0	0	3,830	3,830	7,660	49,793	S/L	15 0
21		Fence - Blanco Ranch	2/01/10	101,671	0	0	6,778	6,778	13,556	88,115	S/L	15 0
33		Cattle Guards - Blanco ranch	5/31/11	11,890	0	0	462	793	1,255	10,635	S/L	15.0
44		Fence/impr. (Tr O)-2317 Wms. Wa	1/01/11	95,110	0	0	6,341	6,340	12,681	82,429	S/L	15.0
62		Fence - Holmes Road	12/07/11	8,780	0	0	49	585	634	8,146	S/L	15.0
63		Fence - Blanco Ranch	10/18/11	20,108	0	0	223	1,341	1,564	18,544	S/L	15 0
100		Fencing	1/09/09	7,054	0	3,527	4,340	271	4,611	2,443	150DB	15 0
101		Fencing	1/14/09	6,909	0	3,455	4,251	266	4,517	2,392	150DB	15 0
102		Fencing (Blanco)	1/26/09	4,500	0	2,250	2,625	150	2,775	1,725	S/L	15.0
103		Well wiring	7/06/09	1,277	0	639	786	49	835	442	150DB	15 0
104		Pasture imp. (chemicals, brush wk)	7/08/09	22,490	0	11,245	13,837	865	14,702	7,788	150DB	15.0
105		Fence clearing (Caldwell/Pyle)	8/25/10	15,000	0	7,500	8,588	641	9,229	5,771	150DB	15.0
106		CR 331 Huisache clearing	8/06/10	3,600	0	1,800	2,061	154	2,215	1,385	150DB	15.0
107		Fencing - Kenedy	8/18/10	6,039	0	537	537	367	904	5,135	S/L	15.0
108		Solar water well	5/23/11	6,600	0	385	385	622	1,007	5,593	150DB	15.0
109		Dig stock tank	7/15/11	3,000	0	0	0	0	0	3,000	Land	0.0
110		Fencing - Holmes Road	11/30/11	3,000	0	0	17	200	217	2,783	S/L	15.0
111		Fencing - Kenedy	12/05/11	4,050	0	0	23	270	293	3,757	S/L	15.0
112		Cattle guards (2) - Blanco	1/23/12	5,638	0c	0	0	345	345	5,293	S/L	15.0
113		Dig stock tank	5/01/12	5,000	0c	0	0	0	0	5,000	Land	0 0

71400 Henderson Wessendorff Foundation
74-6047149
FYE: 12/31/2012

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

DEPREC. SCH. 3 of 5

Asset	d t	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 - Land Improv (continued)												
114		Pasture imp. (chemicals, brush wk)	7/02/12	16,107	0c	0	0	537	537	15,570	S/L	15.0
115		Dozer work - Kenedy	6/11/12	7,000	0c	0	0	0	0	7,000	Land	0.0
116		Fencing - Kenedy	7/10/12	34,058	0c	0	0	1,135	1,135	32,923	S/L	15.0
124		Bridge - Jones Creek/Holmes Rd.	10/03/12	56,200	0c	0	0	937	937	55,263	S/L	15.0
		Investments - Land Improv		510,229 ✓	0c	31,338	55,133	26,476 Ⓘ	81,609	428,620		
Group: LAR - Bldgs. & Improv												
35		New A/C	7/05/11	18,702	0	0	1,336	2,672	4,008	14,694	S/L	7.0
→ 45		Miss Janie's house & outbuildings	1/01/11	454,440	0	0	11,652	11,653	23,305	431,135	S/L	39.0
125		Storage building (JCW)	5/01/09	62,012	0	0	4,306	1,590	5,896	56,116	S/L	39 0
126		Foundation/roof - Miss Janie's (JCV	9/15/10	28,033	0	0	2,492	719	3,211	24,822	S/L	39 0
127		Plantation shutters	5/08/12	7,760	0c	0	0	133	133	7,627	S/L	39 0
		LAR - Bldgs. & Improv		570,947 ✓	0c	0	19,786	16,767	36,553	534,394		
Group: LAR - Furnishings												
131		Furnishings - Miss Janie's (JCW)	1/01/12	10,000	0c	0	0	1,429	1,429	8,571	S/L	7.0
132		Rug - dining/board room	5/23/12	2,200	0c	0	0	183	183	2,017	S/L	7.0
		LAR - Furnishings		12,200 ✓	0c	0	0	1,612	1,612	10,588		
Group: LAR - Land												
→ 47		Land - Long Acres Ranch (Tr. A)	1/01/11	1,781,560	0	0	0	0	0	1,781,560	Land	0 0
		LAR - Land		1,781,560 ✓	0c	0	0	0	0	1,781,560		
Group: Producing Leasehold												
6		Producing leasehold (Orig. HWF)	12/31/07	5,042	0	0	3,473	63	3,536	1,506	Memo	25 0
139		LHW's Estate depletion (no basis)	12/20/08	0	0	0	79,051	0	79,051	-79,051	Memo	0.0
140		Minerals (JCW)	12/20/08	6,500,000	0	0	690,754	229,208	919,962	5,580,038	Memo	25 0
		Producing Leasehold		6,505,042 ✓	0c	0	773,278	229,271	1,002,549	5,502,493		
Group: W.S. - Autos												
4		07 Chev Trailblazer	1/31/07	18,842	0	0	14,360	4,482	18,842	0	200DB	5.0
61		2011 F-150 pickup #0079	12/19/11	35,999	0	0	0	7,200	7,200	28,799	S/L	5.0
		W.S. - Autos		54,841 ✓	0c	0	14,360	11,682	26,042	28,799		
Group: W.S. - Bldgs. & Improv.												
1		A/C Unit	7/31/06	5,079	0	0	3,931	725	4,656	423	S/L	7.0
2		A/C unit	7/31/06	7,276	0	0	5,629	1,040	6,669	607	S/L	7 0
7		A/C unit	5/31/08	4,553	0	2,277	3,131	421	3,552	1,001	200DB	7.0
9		Remodel - Boys' Dorm	4/14/09	32,071	0	0	2,227	823	3,050	29,021	S/L	39.0

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Asset	d t	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. - Bldgs. & Improv. (continued)												
11		A/C unit - main dorm	5/27/09	5,260	0	2,630	4,110	328	4,438	822	200DB	7.0
13		Remodel - Girls' Dorm	1/05/10	32,365	0	0	1,660	830	2,490	29,875	S/L	39.0
15		A/C	4/19/10	10,542	0	0	3,012	1,506	4,518	6,024	S/L	7.0
17		Blanco River Restroom	9/13/10	19,611	0	0	650	502	1,152	18,459	S/L	39.0
18		A/C	9/13/10	5,394	0	0	1,542	770	2,312	3,082	S/L	7.0
19		Water heaters	9/22/10	1,302	0	0	159	160	319	983	S/L	7.0
23		The Hill - orig. Tr. H imprvmts. (LH	1/01/11	1,735,580	0	0	44,502	44,502	89,004	1,646,576	S/L	39.0
24		New Staff house (Jesse)	1/01/11	135,972	0	0	3,486	3,487	6,973	128,999	S/L	39.0
25		Remodel - Big House	1/01/11	29,920	0	0	767	767	1,534	28,386	S/L	39.0
26		Restroom - Narrows	1/01/11	3,865	0	0	99	99	198	3,667	S/L	39.0
27		Remodel - Staff house (Tom)	1/01/11	44,621	0	0	1,144	1,144	2,288	42,333	S/L	39.0
28		Fence - Mound area	1/01/11	4,475	0	0	298	299	597	3,878	S/L	15.0
30		Remodel - Large Dorm	3/31/11	88,092	0	0	1,694	2,259	3,953	84,139	S/L	39.0
31		Remodel - Loise Sr.'s House	5/24/11	42,652	0	0	638	1,094	1,732	40,920	S/L	39.0
34		Fire Escape boys dorm	6/09/11	7,500	0	0	112	192	304	7,196	S/L	39.0
53		A/Cs - Cantina/Big House	1/25/11	11,661	0	0	1,527	1,666	3,193	8,468	S/L	7.0
54		Concrete paths/railings - Narrows	4/14/11	6,128	0	0	118	157	275	5,853	S/L	39.0
55		Remodel - Wheeler House	10/11/11	58,386	0	0	374	1,497	1,871	56,515	S/L	39.0
56		Remodel - Gazebo	10/31/11	10,136	0	0	43	260	303	9,833	S/L	39.0
57		Remodel - Meeting House	11/14/11	39,538	0	0	169	1,014	1,183	38,355	S/L	39.0
58		Signs	5/16/11	5,280	0	0	205	352	557	4,723	S/L	15.0
59		Remodel - Entry Gate (Seth's) Hous	2/09/12	33,545	0c	0	0	788	788	32,757	S/L	39.0
134		Shower addn's - Big House	1/11/12	8,256	0c	0	0	212	212	8,044	S/L	39.0
135		Utility Building	4/02/12	32,675	0c	0	0	628	628	32,047	S/L	39.0
136		Road work	9/26/12	50,893	0c	0	0	848	848	50,045	S/L	15.0
137		Director's House	11/13/12	271,606	0c	0	0	1,161	1,161	270,445	S/L	39.0
138		Fence	10/01/12	15,147	0c	0	0	252	252	14,895	S/L	15.0
		W.S. - Bldgs. & Improv.		2,759,381 ✓	0c	4,907	81,227	69,783	151,010	2,608,371		
Group: W.S. - F, F & E												
29		Furnishings (LHW -Big House)	1/01/11	10,000	0	0	1,429	1,428	2,857	7,143	S/L	7.0
60		Computer - Matt	12/13/11	1,454	0	0	24	291	315	1,139	S/L	5.0
128		Freezer	1/04/12	1,882	0c	0	0	269	269	1,613	S/L	7.0
129		Mattresses	8/21/12	26,560	0c	0	0	1,265	1,265	25,295	S/L	7.0
133		Ice Maker	11/02/12	3,101	0c	0	0	74	74	3,027	S/L	7.0
		W.S. - F, F & E		42,997 ✓	0c	0	1,453	3,327	4,780	38,217		
Group: W.S. - Land												
37		Land - Hill/Narrows (Bal. of Tr. H)	1/01/11	101,250	0	0	0	0	0	101,250	Land	0.0
		W.S. - Land		101,250 ✓	0c	0	0	0	0	101,250		
Group: W.S. - Water Plant												
16		Water Plant prelim work (Kaluza)	8/30/10	13,811	0	0	487	354	841	12,970	S/L	39.0
36		Water Plant	10/04/11	183,919	0	0	1,179	4,716	5,895	178,024	S/L	39.0

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

Asset	d t	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. - Water Plant (continued)												
130		Final draw & permitting	4/16/12	25,458	0c	0	0	435	435	25,023	S/L	39.0
			W.S. - Water Plant	223,188	0c	0	1,666	5,505	7,171	216,017		
			Grand Total	38,044,508	0c	168,681	1,239,911	420,868	1,660,779	36,383,729		

DEPLETION <229271> 1,002,549

DEPRECIATION 191,597 658,230

Σ (I) INVESTMENT <82,921>

CHARITY 103,676

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WELL SPRING CALENDAR
2012

DATE	NAME AND ADDRESS OF ORGANIZATION	# OF INDIV. ATTENDING
JAN 13-14, 2012	TEXAS STATE BSM 518 N. LBJ DRIVE SAN MARCOS, TEXAS 78666	24
JAN 13-14, 2012	TEXAS STATE ENGLISH DEPARTMENT 518 N. LBJ DRIVE SAN MARCOS, TEXAS 78666	14
JAN 20-22, 2012	ST. JAMES CATHOLIC YOUTH 510 S. CAMP STREET SEGUIN, TEXAS 78155	52
JAN 27-28, 2012	DAUGHTERS OF THE KING DIOCESE OF TEXAS P.O. BOX 104 LONGVIEW, TEXAS 75606	11
FEB 3-5,2012	ST. RICHARD'S ECW 1421 PALM VALLEY ROUND ROCK, TX 78664	35
FEB 9-12, 2012	GOOD SHEPHERD CATHOLIC CHURCH 1065 EAST LIVE OAK ROAD SCHERTZ, TEXAS 78154	85
FEB 13-15, 2012	HOUSTON LUTHERAN CAMPUS MINISTRY 2353 RICE BOULEVARD HOUSTON, TX 77005	21
FEB 17 - 19, 2012	ST. PATRICK CATHOLIC CHURCH 2500 LIMMER LOOP HUTTO, TEXAS 78634	45
FEB 20 -21, 2012	ST. MARK THE EVANGELIST CATHOLIC CHURCH 1602 THOUSAND OAKS DRIVE SAN ANTONIO, TEXAS 78232	20
FEB 24-25, 2012	ST. PATRICK CATHOLIC CHURCH 2500 LIMMER LOOP HUTTO, TX 78634	31
MAR 2-4, 2012	THE EPISCOPAL STUDENT CENTER at UT	8

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	209 W. 27TH STREET AUSTIN, TEXAS 78705	
MAR 2-4, 2012	ST. JULIAN OF NORWICH EPISCOPAL CHURCH C/O ST. MATTHEW'S EPISCOPAL CHURCH 8134 MESA DRIVE AUSTIN, TEXAS 78759	14
MAR 9-12, 2012	ST. PETER AND PAUL - NEW BRAUNFELS 386 N. CASTELL NEW BRAUNFELS, TX 78130-5021	41
MAR 15-18, 2012	ST. PIUS X CHURCH 3303 URBAN CREST DR. SAN ANTONIO, TEXAS 78209-3199	78
MAR 23-25, 2012	ALL SAINTS EPISCOPAL CHURCH 209 WEST 27TH STREET AUSTIN, TEXAS 78705	20
MAR. 30 -APR. 1, 2012	ST. FRANCIS EPISCOPAL 4242 BLUEMEL RD. SAN ANTONIO, TEXAS 78240	26
MAR 31-, 2012	HILLCREST BAPTIST CHURCH 3838 STECK AVENUE AUSTIN, TEXAS 78759	42
APR 13-15, 2012	THE EPISCOPAL DIOCESE OF WEST TEXAS THE BISHOP JONES CENTER P.O. BOX 6885 SAN ANTONIO, TX 78209	46
APR 27-29, 2012	SAINT STEPHEN'S EPISCOPAL CHURCH 6000-A FM 3237 WIMBERLY, TX 78676	13
APR 19-22, 2012	KYLE UNITED METHODIST CHURCH P.O. BOX 69 KYLE, TEXAS 78640	18
APR 28-, 2012	TEXAS MASTER NATURALIST 301 NATURE CENTER DRIVE AUSTIN, TEXAS 78746	32
APR 29-, 2012	ST. MARK THE EVANGELIST 1602 THOUSAND OAKS	53

PART IX-A 2 of 5

	SAN ANTONIO, TEXAS 78232	
MAY 4-6, 2012	ST. MATTHEW'S EPISCOPAL CHURCH 8134 MESA DRIVE AUSTIN, TEXAS 78759	24
May 5, 2012	ST. BARTHOLOMEW'S EPISCOPAL CHURCH 622 AIRLINE DRIVE CORPUS CHRISTI, TX 78412	7
MAY 17-20, 2012	GOOD SHEPHERD CATHOLIC CHURCH 1065 EAST LIVE OAK RD. SCHERTZ, TX 78154	69
MAY 25-27, 2012	PALMER DRUG ABUSE PROGRAM 10226 IRONSIDE SAN ANTONIO, TEXAS 78230	25
JUNE 1-3, 2012	ALL SAINTS EPISCOPAL CHURCH 1435 W. OAKLAWN PLEASANTON, TEXAS 78064	38
JUNE 5-6, 2012	ST. JOSEPH CATHOLIC CHURCH HONEY CREEK 25781 HWY. 46 WEST SPRING BRANCH, TEXAS78070-3613	16
JUNE 7-10, 2012	ST. PIUS X CHURCH 3907 HARRY WURZBACH SAN ANTONIO, TEXAS 78201	73
JUNE 22-24, 2012	ARCHDIOCESE OF SAN ANTONIO DEPARTMENT FOR PASTORAL OFFICES 2718 WEST WOODLAWN AVENUE SAN ANTONIO, TEXAS 78228-0410	46
JULY 5-8, 2012	HOLY FAMILY CATHOLIC CHURCH 245 S. HIDALGO AVE. NEW BRAUNFELS, TEXAS 78130	40
JULY 13-15, 2012	HOLY COMFORTER EPISCOPAL CHURCH 2322 SPRING CYPRESS RD SPRING, TEXAS 77388	30
JULY 19-22, 2012	ST. FERDINAND'S CATHOLIC CHURCH 25 MAIN ST. BLANCO, TEXAS 78606-4900	87

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AUG. 3-5, 2012	GOOD SHEPHERD EPISCOPAL CHURCH AND SCHOOL 1207 WINDING WAY FRIENDSWOOD, TEXAS 77546	12
AUG. 17-19, 2012	SAINT BRIGID CATHOLIC PARISH 6907 KITCHENER STREET SAN ANTONIO, TEXAS 78240-2718	72
AUG. 21-23, 2012	LONGHORN BSM 2204 SAN ANTONIO ST. AUSTIN, TEXAS 78705	55
AUG. 24-26, 2012	TEXAS STATE BSM 518 N. LBJ DR. SAN MARCOS, TX 78666	27
SEPT. 7-9, 2012	ARCHDIOCESE OF SAN ANTONIO DEPARTMENT OF PASTORAL OFFICES 2718 WEST WOODLAWN AVENUE SAN ANTONIO, TEXAS 78228-0410	45
SEPT. 7-8, 2012	THE EPISCOPAL STUDENT CENTER 209 W. 27TH STREET AUSTIN, TEXAS 78705	12
SEPT. 14-16, 2012	LONGHORN BSM 2204 SAN ANTONIO ST. AUSTIN, TEXAS 78705	59
SEPT. 21-23, 2012	BUDA UNITED METHODIST CHURCH P.O. BOX 1196 BUDA, TEXAS 78610	16
SEPT. 27-30, 2012	ST. FERDINAND'S CATHOLIC CHURCH 25 MAIN ST. BLANCO, TEXAS 78606-4900	75
OCT. 5-7, 2012	EPISCOPAL CHURCH OF THE RESURRECTION 2200 JUSTIN LANE AUSTIN, TEXAS 78757	10
OCT. 11-14, 2012	ST. PIUS X CHURCH 3300 URBAN CREST DR. SAN ANTONIO, TEXAS 78209-3199	47

OCT. 19-21, 2012	CHRIST CHAPEL AT TEXAS STATE P.O. BOX 1803 SAN MARCOS, TEXAS 78666	17
OCT. 25-28, 2012	ST. FERDINAND'S CATHOLIC CHURCH 25 MAIN ST. BLANCO, TEXAS 78606-4900	164
NOV. 2-4, 2012	ARCHDIOCESE OF SAN ANTONIO DEPARTMENT FOR PASTORAL OFFICES 2718 WEST WOODLAWN AVENUE SAN ANTONIO, TX 78228-0410	33
NOV. 8-11, 2012	MEN OF ST. LUKES SAINT LUKES ON THE LAKE EPISCOPAL CHURCH 5600 RR 620 NORTH AUSTIN, TEXAS 78732	27
NOV. 9, 2012	ST. BARTHOLOMEW'S EPISCOPAL CHURCH AND ACADEMY 622 AIRLINE RD. CORPUS CHRISTI, TEXAS 78412	12
NOV. 16-18, 2012	ST. GEORGE'S EPISCOPAL CHURCH 4301 N. IH 35 AUSTIN, TX 78722	44
NOV. 30, 2012 - DEC. 2, 2012	ST. RICHARD'S EPISCOPAL CHURCH 1420 E. PALM VALLEY BLVD. ROUND ROCK, TEXAS 78664	25
DEC 13-16, 2012	ST. BRIGID CATHOLIC PARISH 6907 KITCHENER STREET SAN ANTONIO, TEXAS 78240-2718	28
DEC. 13-16, 2012	ST. JOSEPH CATHOLIC CHURCH - HONEY CREEK 25781 HWY 46 WEST SPRING BRANCH, TEXAS 78070-3613	43
DEC. 17-18, 2012	ELCA SOUTHWESTERN TEXAS SYNOD 6419 GRAY RIDGE SAN ANTONIO, TX 78233	27
	TOTAL	2034

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PART XV
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Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2012

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
AccessHealth 400 Austin Street Richmond, TX 77469	None	Public Charity	To renovate & upgrade the Richmond location w/current ADA, technological & logistical standards; provide more efficient services in a safe environment; attract a broader demographic of patients & give current patients pride in the center	200,000
Texana Center 4910 Airport Avenue, Bldg B Rosenberg, TX 77471	None	Public Charity	To meet the $2.7 million goal set by the Board to begin construction of the $8.5 million West Campus Project	50,000
Morton Cemetery Association 611 Morton Street Richmond, TX 77469	None	501(c)(13) Cemetery Companies (public)	To help subsidize the annual cost of a Cemetery Manager position	40,000
Pregnancy Resource Center of Fort Bend County 2918 Ave. I Rosenberg, TX 77471	None	Public Charity	Funding for existing programs while adding expenses to convert to a medical facility to be able to offer free ultrasound services; specifically begin NIFLA TLC program, hire nurse manager, NIFLA ultrasound & sonography now training	35,000
Fort Bend County Women's Center, Inc. P.O. Box 183 Richmond, TX 77406	None	Public Charity	To construct a new resale center building & admin. Offices to support a shelter for abused women.	250,000
St. John's Methodist School for Little Children 400 Jackson Street Richmond, TX 77469	None	Public Charity	To award scholarship money on an as needed basis to assist parents with tuition	25,000
Blanco Volunteer Fire Department P. O. Box 868 Blanco, TX 78606-0868	None	Public Charity	Annual building fund contribution	200

Part XV 2 of 7

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2012

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Canyon Lake Fire EMS 8115 Fm 2673 Canyon Lake, TX 78133-6430	None	Public Charity	Annual operating fund contribution	200
Blanco Independent School District 814 11th Street Blanco, TX 78606	None	Government	Contribution to Project Graduation 2012	2,000
Big Brothers Big Sisters 6437 High Star Dr. Houston, TX 77074	None	Public Charity	To support Fort Bend area at-risk youth, specifically children who attend Pink, Seguin and Jane Long Elementary Schools located in Richmond, with caring mentors to recognize their potential, identify future goals and empower them to succeed	10,000
Fort Bend Seniors 1330 Band Road Rosenberg, TX 77471	None	Public Charity	General operating funds and Meals-on-Wheels program	25,000
Child Advocates of Fort Bend 5403 Ave N Rosenberg, TX 77471	None	Public Charity	Year 1: develop specialized program for abused and neglected children aged 4-13: NEST - Nurturing Education and Social Triumphs; Year 2: to ensure the sustainability of the N.E.S.T. program and enable outcome measurement and assessment	48,750
Catholic Charities Of TheArchdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	None	Public Charity	For Mamie George Community Center to provide support for low-income households requiring food and/or financial assistance and seniors engaged in programming designed to increase levels of socialization & produce benefits with regards to health & wellness	100,000
Boy Scouts Of.America 2225 North Loop West Houston, TX 77008	None	Public Charity	To fund scouting programs in the Fort Bend area through the Brazos District, Sam Houston Area Council	25,000

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Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2012

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Fort Bend Forward Inc 445 Commerce Green Blvd Sugar Land, TX 77478-3539	None	Public Charity	For scholarships to Richmond/Rosenberg students from Lamar CISD who are Youth in Philanthropy participants	5,000
City of Richmond 402 Morton St. Richmond, TX 77469	None	Government	For the proposed Wessendorff Park in Richmond	310,000
South Texas Animal Adoption Resource Staar P O Box 6575 Katy, TX 77491	None	Public Charity	Rebuild facility for sheltering abandoned animals	15,000
St. John Fisher Catholic Church 410 Clay Street Richmond, TX 77469	None	Public Charity	To assist in the building of a new worship space	100,000
Blessed Be Hope For Three Inc 10200 W. Airport, Suite 100 Stafford, TX 77477	None	Public Charity	To provide support to families with children affected by autism spectrum disorders	25,000
Fort Bend County Museum Association Po Box 460 Richmond, TX 77406	None	Public Charity	To renovate and repair the historically significant 1883 John M. Moore Home	62,000
Our Lady of Guadalupe Catholic Church 1600 Avenue D Rosenberg, TX 77471	None	Church	To assist in construction of a new church	75,000

Part XV
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Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2012

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Attack Poverty/Friends of North Richmond 1117 FM 359 Suite 250 Richmond, TX 77406	None	Public Charity	To support the You Can Academy, Jobs for Life, GED Prep, ESL and Home Repair programs benefiting the community of North Richmond	60,000
Catholic Charities Of The Archdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	None	Public Charity	For the Mamie George Community Center in Richmond, Texas to purchase a box truck to pickup in-kind donations and food purchases, hire a Warehouse Associate/Driver, purchase warehouse supplies and pay for associated costs of box truck	100,000
Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77471	None	Public Charity	To continue the Girls on the Run sports program at Jane Long Elementary and add the program at Irma Dru Hutchison Elementary and on three lower socio-economic campuses Velasquez and Huggins Elementaries and George Junior High	25,635
Rosenberg Richmond Helping Hands, Inc. 902 Collins Rd Richmond, TX 77469	None	Public Charity	To purchase food for distribution to clients in need living in West Fort Bend County	30,000
AccessHealth 400 Austin Street Richmond, TX 77469	None	Public Charity	To fund the Richmond Family Practice program (indigent care)	400,000
Boys & Girls Club Of Wharton Inc 2120 N Newton St Wharton, TX 77488-2836	None	Public Charity	General support of childrens' programs	2,500
Fort Bend County Women's Center, Inc. P.O. Box 183 Richmond, TX 77406	None	Public Charity	To construct a new PennyWise Resale Center building, including a 20,000 square foot resale store and sorting area and 5,000 square foot administrative offices	45,000

Part XV
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Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2012

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Just Do It Now Inc Po Box 787 Wharton, TX 77488-0787	None	Public Charity	General support of programs for at-risk children	2,500
Literacy Council of Fort Bend County 12530 Emily Court Sugar Land, TX 77478	None	Public Charity	For operating funds to support six literacy programs	15,000
Sire Inc 24161 Spring Dr Hockley, TX 77447-3036	None	Public Charity	To provide therapeutic horsemanship lessons to children and adults with physical, cognitive, emotional, sensory and learning disabilities; 100% of the grant funds will go to program expenses at our SIRE-Richmond site	25,000
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098	None	Public Charity	To renovate and expand the Mamie E. George Activity Center at Camp Pryor in Nada	100,000
Lamar Consolidated Independent School District 3911 Avenue I Rosenberg, TX 77471	None	Government	To build a jogging/walking track for the students of Jane Long Elementary and their community	63,976
Casa de Esperanza de los Ninos, Inc. P. O. Box 66581 Houston, TX 77266-6581	None	Public Charity	To provide residential and outreach services for Richmond families in crisis and to support our foster and adoptive families in Richmond, TX	20,000
ESCAPE Family Resource Center 1721 Pech Road, Suite 300 Houston, TX 77055-3302	None	Public Charity	To provide "Building Confident Families," a child abuse prevention program, and "Empowered for Motherhood," a self-improvement program, to women and children temporarily residing at the Fort Bend County Women's Center's Domestic Violence Shelter	12,500

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Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2012

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Fort Bend CORPS 13330 S. Gessner Rd. Missouri City, TX 77489	None	Public Charity	Funding for the minor home repair program which provides free of charge home repairs for elderly, disabled and/or low income clients throughout the Richmond area	20,000
Fort Bend Family Promise 1424 FM 1092 Missouri City, TX 77459	None	Public Charity	General Operating Support	80,600
Zion Watchtower Baptist Church 606 FM 359 Richmond, TX 77406	None	Church	Roof repair	28,000
Association Of Former Students Of Texas A & M University 505 George Bush Dr College Sta, TX 77840-2918	None	Public Charity	To establish the Joe C. Wessendorff '37 Endowed Scholarship Fund with $2,020,000, the Joe C. Wessendorff '37 Assoc. of Former Students Endowment with $375,00 and the Joe C. Wessendorff '37 Texas A&M University Corps of Cadets Endowment with $125,000	1,000,000
Fort Bend Regional Council On Substance Abuse 10435 Greenbough, Suite 250 Stafford, TX 77477	None	Public Charity	General operating support to help sustain several important local programs that improve the health and well-being of the Fort Bend County Community	10,000
Children's Museum of Houston 1500 Binz Houston, TX 77004-7112	None	Public Charity	To support the Parent Stars program in the Richmond, Texas area, focusing on North Richmond	15,000
Children's Museum of Houston 1500 Binz Houston, TX 77004-7112	None	Public Charity	To support the Capital Campaign for the Fort Bend Children's Discovery Center, a 10,000 square foot children's museum, which will provide onsite and outreach programming to low-income families throughout Fort Bend County	25,000

Part XV
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Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2012

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Boy Scouts Of America c/o St. John's United Methodist Church 400 Jackson Street Richmond, Texas 77469	None	Public Charity	Purchase supplies & equipment	600
Arabia Shrine Circus Charity Fund P.O. Box 421445 Houston, Texas 77242	None	Public Charity	Sponsorship of kids to attend the annual Arabia Shrine Circus	1,000
			TOTAL PAID - 2012	**3,485,461**

THE HENDERSON-WESSENDORFF FOUNDATION
611 Morton Street, Richmond, Texas 77469
281-342-2044 Fax 281-342-1116

Expenditure Responsibility Report

Grantee: Morton Cemetery Association, 611 Morton St., Richmond, Texas 77469

Grant amount: $40,000.

Date paid: February 17, 2012

Purpose: To assist in paying cost of cemetery manager to operate a very unique, historically significant cemetery that is important to the local community and the State of Texas.

Amount of grant spent by grantee: $40,000.

Diversion: To the knowledge of the foundation, and based on the report furnished by the grantee (which has been verified), no part of the grant has been used for other than its intended purpose.

Date of report from grantee: March 15, 2013. In addition to their own report, the grantee furnished an accountants' compilation report with financial statements and Form 990 for the year ended December 31, 2012.

Verification: Foundation personnel participate directly in bookkeeping duties for the grantee. These personnel have directly verified the information provided by the grantee as true and correct.