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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

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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 instructions) (936) 634-3448	
City or town, state, and ZIP code Lufkin, TX 75902		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,436,791		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 (attach schedule)				
	2 Check <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.	88,319	88,319		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	342,643			
	b Gross sales price for all assets on line 6a _____ 373,247				
	7 Capital gain net income (from Part IV, line 2)		342,643		
	8 Net short-term capital gain			1,235	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	430,962	430,962	1,235	
	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)	2,862	1,431		1,431
	c Other professional fees (attach schedule)	5,142	2,571		2,571
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,269			2,134
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	139	70		69
	24 Total operating and administrative expenses. Add lines 13 through 23	12,412	4,072		6,205
	25 Contributions, gifts, grants paid	631,618			631,618
	26 Total expenses and disbursements. Add lines 24 and 25	644,030	4,072		637,823
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-213,068			
	b Net investment income (if negative, enter -0-)		426,890		
	c Adjusted net income (if negative, enter -0-)			1,235	

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	4,586	10,712	10,714
	2	Savings and temporary cash investments	51,992	91,010	91,010
	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		2,171	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	251,710	257,938	9,335,067
	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	308,288	361,831	9,436,791
	17	Accounts payable and accrued expenses			
	18	Grants payable	633,985	510,456	
	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 ▶ _____)	3,117		
	23	Total liabilities (add lines 17 through 22)	637,102	510,456	
Net Assets or Fund Balances		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	-1,349,289	-1,169,100	
	30	Total net assets or fund balances (see page 17 of the instructions)	-328,814	-148,625	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	308,288	361,831	

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	-328,814
2	Enter amount from Part I, line 27a	2	-213,068
3	Other increases not included in line 2 (itemize) ▶ _____	3	393,257
4	Add lines 1, 2, and 3	4	-148,625
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-148,625

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	342,643
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	1,235

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))		
2011	320,601	12,836,421	0 02498		
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		
2 Total of line 1, column (d).				2	0 22750
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 04550
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.				4	10,391,401
5 Multiply line 4 by line 3.				5	472,809
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	4,269
7 Add lines 5 and 6.				7	477,078
8 Enter qualifying distributions from Part XII, line 4.				8	637,823

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 VIExcise 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			
		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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,269
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	4,269
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	4,269
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,440	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	6,455	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	12,895
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	8,626
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 8,626	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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? If "No," attach explanation .	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 instructions).	11		No
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		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 WHENDERSON 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 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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 2012?	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 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 instructions)?	5b		No
	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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
Holly Henderson	Treasurer	0		
2512 Ridgeview austin, TX 78704	1 00			
HONEA H ROTHERMEL	Vice President	0		
4580 Belfort Place Dallas, TX 75205	1 00			
Virginia L Henderson	Secretary	0		
4803 Champions Lufkin, TX 75901	1 00			
SIMON W HENDERSON III	PRESIDENT	0		
1110 HARMONY HILL LUFKIN, TX 75901	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

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.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
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 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	10,439,728
b	Average of monthly cash balances.	1b	109,918
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,549,646
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	10,549,646
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	158,245
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,391,401
6	Minimum investment return. Enter 5% of line 5.	6	519,570

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	519,570
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,269
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,269
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	515,301
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	515,301
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	515,301

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	637,823
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	637,823
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	4,269
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	633,554
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				515,301
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			633,985	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 637,823				
a Applied to 2011, but not more than line 2a			633,985	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				3,838
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				511,463
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 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

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	631,618
b Approved for future payment				
Total			3b	

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					
4 Dividends and interest from securities. . . .			14	88,319	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	342,643	
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). .				430,962	
13 Total. Add line 12, columns (b), (d), and (e).			13		430,962

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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			

[illegible]

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-10-04

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use
Only**

Print/Type preparer's name LORI A LAMB PC CPA	Preparer's Signature LORI A LAMB PC CPA	Date	Check if self-employed <input type="checkbox"/>	PTIN P00045822
Firm's name <input type="checkbox"/> Axley & Rode LLP <hr/> 1307 S 1st St <hr/> Firm's address <input type="checkbox"/> Lufkin, TX 759014717			Firm's EIN <input type="checkbox"/> <hr/> Phone no (936) 634-6621	

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 <i>Paid during the year</i>				
Goldman Sachs Philanthropy Fund PO Box 15203 Albany, NY 12212	None	N/A	Donor Advised Fund	272,175
FUMC of Pasadena 1062 Fairmont Parkway Pasadena, TX 77504	None	Public	General Operations	300
Angelina College Scholarship Fund PO Box 1768 Lufkin, TX 75902	None	Public	Educational/Scholarship	200
Habitat for Humanity PO Box 522 Lufkin, TX 75902	None	Public	General Operations	1,000
American Diabetes Assoc PO Box 1447 Lufkin, TX 75902	None	Public	General Operations	200
Museum of Fine Arts Houston PO Box 6826 Houston, TX 77265	None	Public	General Operations	5,000
The Rise School of Dallas 5923 Royal Lane Dallas, TX 75230	None	Public	General Operations	10,000
Equest Therapeutic Horsemanship 3800 Troy Rd Wylie, TX 75098	None	Public	General Operations	3,000
Down Syndrome Guild of Dallas 1702 N Collins Blvd Suite 170 Richardson, TX 75080	None	Public	General Operations	5,000
East Texas Down Syndrome Group PO Box 6604 Longview, TX 75608	None	Public	General Operations	2,500
National Down Syndrome Society 666 Broadway 8th Floor New York, NY 10012	None	Public	General Operations	5,000
Dallas Children's Advocacy Center 5351 Samuell Blvd Dallas, TX 75228	None	Public	General Operations	5,000
Wounded Warriors 4899 Belfort Road 300 jacksonville, FL 32256	None	Public	general operations	6,500
University of Texas Longhorn fdn PO 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	800

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 <i>Paid during the year</i>				
Christian Info Svc Crt PO Box 2621 lufkin,TX 75902	None	Public	general operations	5,000
American Cancer Society 212 Gene Samford Dr Lufkin,TX 75901	None	Public	general operations	15,200
Wesleyan Fund 1201 Wesleyan St Fort Worth,TX 76105	None	Public	general operations	5,000
Pat Tillman Foundation 2141 E Broadway 115 Tempe,AZ 85282	None	Public	general operations	1,000
Urban Roots 2921 E 17th Bldg D Ste 4 austin,TX 78702	None	Public	general operations	1,000
Long Way Home Foundation 13444 Janwood Lane Dallas,TX 75234	None	Public	general operations	5,000
Saint Michael Preschool 8011 Douglas dallas,TX 75225	None	Public	general operations	2,000
Room to Read 111 Sutter St 16th floor San Francisco,CA 94104	None	Public	girls education program in cambodia	2,500
Texas Wildfire Relief Fund PO Box 12275 austin,TX 78711	None	Public	general operations	2,000
National Wild Turkey Federation PO Box 530 Edgefield,SC 29824	None	Public	general operations	300
George Henderson Expo Center PO BOX 1606 LUFKIN,TX 75902	None	Public	general operations	5,500
The Family Place PO Box 7999 Dallas,TX 75209	None	Public	general operations	3,000
Doctors without Borders PO Box 5030 Hagerstown,MD 21741	None	Public	general operations	1,000
Burke Center 4101 S Medford Drive Lufkin,TX 75901	None	Public	General operations	5,000
Texas Forest Educational Fund PO Box 1488 Lufkin,TX 75902	None	Public	Educational Fund, building	10,000


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 <i>Paid during the year</i>				
Planned Parenthood of angelina coun 1404 Frank Lufkin, TX 75901	None	Public	General operations	10,000
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509	None	Public	General operations	1,000
Women's Shelter of East Texas 910 South St Nacogdoches, TX 75964	None	Public	Building Fund	10,000
United Way of Angelina County PO Box 1764 Lufkin, TX 75902	None	Public	Fundraiser	400
Texas Scottish Rite Hospital 2222 Welborn Street Dallas, TX 75219	None	Public	General Operations	20,000
Texas Forestry Museum PO Box 1488 Lufkin, TX 75902	None	Public	Treemendous celebration	10,750
Salvation Army 412 South Third Street Lufkin, TX 75901	None	Public	General Operations	10,000
Museum of East Texas 503 E Second Lufkin, TX 75901	None	Public	Endowment	25,200
Mosaic Center PO Box 154225 Lufkin, TX 75915	None	Public	General Operations	5,000
Moffett Volunteer Fire Dept Rt 13 Box 5866 Lufkin, TX 75901	None	Public	General Operations	1,000
Memorial Health System of East 1201 W Frank Lufkin, TX 75901	None	Public	Dialysis Center	23,000
LHS Alumni Association 900 East Denman Lufkin, TX 75901	None	Public	Scholarship Fund	10,000
Lufkin ISD 900 East Denman Lufkin, TX 75901	None	Public	Senior Top 40 Banquet, project celebration	3,393
Love Inc of Lufkin PO Box 153311 Lufkin, TX 75902	None	Public	General Operations	2,000
Junior League of Lufkin PO Box 151812 Lufkin, TX 75915	None	Public	Community fund	1,000

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 <i>Paid during the year</i>				
Humane Society of Angelina Cou PO Box 472 Lufkin, TX 75902	None	Public	General Operations	2,000
Hospice in the Pines 116 South Raguet Lufkin, TX 75904	None	Public	general operations	5,200
Horace C Polk Jr Regional 1201 Frank St Lufkin, TX 75901	None	Public	General Operations	1,000
Goodwill Industries 301 Hill St Lufkin, TX 75904	None	Public	Youth Works ¹ Project	5,000
Godtel Ministries 323 Moody St Lufkin, TX 75901	None	Public	General Operations	5,000
Fuller Springs Volunteer Fire PO Box 773 Lufkin, TX 75902	None	Public	General Operations	1,000
First United Methodist Church 805 E Denman Avenue Lufkin, TX 75901	None	Public	General Operations	25,000
Ellen Trout Zoo 402 Zoo Circle Dr Lufkin, TX 75904	None	Public	General Operations	10,000
East Texas PAWS PO Box 2151 Lufkin, TX 75902	None	Public	General Operations	1,000
Buckner Children Family Serv 3402 Daniel McCall Dr 21 Lufkin, TX 75904	None	Public	General Operations	7,500
Boys Girls Club of East TX PO Box 631345 Nacogdoches, TX 75963	None	Public	General Operations/Lufkin	10,000
Beth and Horace Stubblefield L 206 N John Redditt Drive Lufkin, TX 75904	None	Public	General Operations	10,000
Angelina County Child Welfare 117 E Lufkin Avenue Lufkin, TX 75901	None	Public	Christmas party for foster children	5,000
Angelina Cty Chamb of Com Fdn PO Box 1606 Lufkin, TX 75902	None	Public	Salute to healthcare donation	9,000
Angelina Beautiful Clean 1615 S Chestnut Lufkin, TX 75901	None	Public	Lufkin Landscape Projects	2,000

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 <i>Paid during the year</i>				
Angelina Alliance for Children PO Box 1922 Lufkin, TX 75902	None	Public	General Operations	5,000
Total  3a				631,618

TY 2012 Accounting Fees Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXLEY & RODE LLP	2,862	1,431	0	1,431

TY 2012 Investments Corporate
 Stock Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
104 viacom inc	5,639	5,485
24 amazon.com inc	4,259	6,021
106 altera corp	3,445	3,645
119 abbott laboratories	7,283	7,795
179 walt disney company		
138 prudential financial inc	7,870	7,360
170 merck & co inc	5,883	7,033
277 emc corp	6,722	7,008
103 devon energy corp	8,099	5,360
98 american tower corp	5,023	7,572
132 american express	5,972	7,587
156,750 lufkin industries	80,800	9,111,878
43 visa inc	3,029	6,518
112 thermo fisher scientific		
98 the travelers companies	5,220	7,038
112 schlumberger ltd	7,528	7,788
124 qualcomm	4,789	7,671
122 procter & gamble co	5,836	8,283
52 praxair inc	4,230	5,691
90 pepsico inc	3,527	6,207
179 oracle corp	4,396	5,964
60 occidental petroleum	4,601	4,597
156 nike class b	5,712	8,050
0 microsoft		
44 mcdonalds corp	2,801	3,881
211 lowes companies	4,424	7,495
213 jp morgan chase	8,719	9,365
126 johnson & johnson	8,047	8,833
113 honeywell intl	4,630	7,172
14 google inc	7,152	9,903

Name of Stock	End of Year Book Value	End of Year Fair Market Value
112 general mills		
448 general electric	7,660	9,489
85 exxon mobil corp	6,922	7,357
75 costco wholesale	4,561	7,405
112 boeing company	7,422	8,440
21 apple inc	5,737	11,176

TY 2012 Other Expenses Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	139	70		69

TY 2012 Other Increases Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Amount
Mkt Value over Cost of Donation of 4750 shs of Lufkin Ind	269,728
Decrease in Grants Payable	123,529

TY 2012 Other Professional Fees Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GOLDMAN SACHS- MANAGEMENT FEES	5,142	2,571	0	2,571

TY 2012 Taxes Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	4,269			2,134

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, 2012

SECURITY	BOOK VALUE	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES	NO OF SHARES	MARKET VALUES
	12/31/2012	DECEMBER		NOVEMBER		OCTOBER		SEPTEMBER		AUGUST		JULY		JUNE		MAY		APRIL		MARCH		FEBRUARY		JANUARY	
ABBOTT LABORATORIES	7,283	119	7,795	119	7,735	119	7,855	119	8,159	119	7,799	119	7,952	119	7,672	102	6,303	102	6,382						
ALTERA CORP	3,445	106	3,645																						
AMAZON COM INC	4,259	24	6,021	24	6,049	24	5,589	24	6,104	24	5,958	24	5,599	24	5,480	24	5,110	24	5,566	24	4,860	24	4,313		
AMERICAN EXPRESS CO	5,972	132	7,587	132	7,379	132	7,415	132	7,506	132	7,696	132	7,648	153	8,906	153	8,542	153	9,243	153	8,853	153	8,092	153	7,699
AMERICAN TOWER CORPORATION	5,023	98	7,572	98	7,343	98	7,378	98	7,019	98	6,899	98	7,086	98	6,873	98	6,358	98	6,427	98	6,176	98	6,133	98	6,224
APPLE, INC	5,737	21	11,176	21	12,291	17	10,120	17	11,341	17	11,309	17	10,383	17	9,928	17	9,821	17	9,928	23	13,790	23	12,476	25	11,412
BOEING COMPANY	7,422	112	8,440	112	8,369	112	7,889	101	7,029	101	7,256	101	7,465	101	7,504	101	7,075	101	7,757	101	7,511	101	7,614	101	7,492
COSTCO WHOLESALE CORP	4,561	75	7,405	75	7,794	75	7,382	75	7,512	75	7,340	75	7,213	75	7,125	75	6,500	75	6,613	75	6,810	75	6,455	75	6,170
DEVON ENERGY CORP	8,099	103	5,360	103	5,322	103	5,996	103	6,231	103	5,956	103	6,089	103	5,973	103	6,131	103	7,195	103	7,325	103	7,551	103	6,572
EMC CORPORATION MASS	6,722	277	7,008	277	6,875	277	6,764	277	7,554	277	7,282	277	7,260	277	7,100	277	6,607	277	7,814	277	8,277	277	7,670	277	7,136
EXXONMOBIL CORP	6,922	85	7,357	85	7,540	85	7,749	85	7,773	85	7,469	85	7,382	85	7,273	85	6,732	85	7,339	85	7,372	85	7,392	85	7,118
GENERAL ELECTRIC CO	7,660	448	9,489	448	9,466	448	9,435	501	11,463	501	10,376	501	10,396	501	10,526	501	9,564	501	9,810	501	10,129	435	8,361	435	8,139
GOOGLE, INC	7,152	14	9,903	14	9,777	12	8,164	12	9,054	12	8,221	12	7,596	12	6,961	12	6,970	12	7,258	11	7,054	11	6,801	11	6,381
HONEYWELL INTL	4,630	113	7,172	113	6,977	113	6,920	113	6,752	113	6,647	113	6,560	113	6,310	113	6,332	113	6,854	113	6,899	138	8,272	138	8,010
JOHNSON & JOHNSON	8,047	126	8,833	126	8,863	126	8,923	126	8,683	126	8,573	126	8,722	126	8,513	93	5,863	93	6,054	93	6,134	93	6,106	93	6,130
JP MORGAN CHASE	8,719	213	9,365	213	8,750	213	8,878	213	8,622	213	7,911	213	7,668	213	7,610	213	7,061	213	9,155	213	9,794	213	8,358	213	7,945
LOWES COMPANIES	4,424	211	7,495	211	7,615	243	7,907	243	7,348	243	6,921	243	6,204	243	6,911	243	6,493	243	7,681	243	7,625	243	6,896	243	6,554
MCDONALDS CORP	2,801	44	3,881	44	3,864	44	3,819	44	4,037	44	3,968	44	3,932	44	3,895	44	3,962	44	4,288	44	4,316	44	4,399	44	4,358
MERCK & CO	5,883	170	7,033	170	7,531	170	7,757	170	7,738	170	7,319	170	7,509	170	7,169	170	6,389	170	6,671	170	6,599	170	6,489	170	6,506
MICROSOFT CORP	-	0	-	168	4,510	250	7,135	250	7,440	250	7,755	250	7,367	250	7,648	212	6,231	212	6,787	212	6,838	212	6,771	212	6,260
NIKE CLASS B	5,712	156	8,050	78	7,603	78	7,128	69	6,574	69	6,743	69	6,441	69	6,082	69	7,489	69	7,719	69	7,507	69	7,447	79	8,215
OCCIDENTAL PETROLEUM	4,601	60	4,597	60	4,513	60	4,738	60	5,196	60	5,101	60	5,222	60	5,179	60	4,756	60	5,473	60	5,746	60	6,262	60	5,986
ORACLE CORPORATION	4,396	179	5,964	179	5,759	179	5,574	179	5,631	179	5,665	179	5,417	179	5,316	179	4,738	179	5,273	179	5,220	179	5,237	179	5,060
PEPSICO INC	3,527	90	6,207	90	6,319	90	6,232	90	6,369	90	6,519	90	6,546	90	6,359	90	6,155	90	5,940	90	5,972	90	5,711	90	5,910
PRAXAIR INC	4,230	52	5,691	52	5,575	52	5,523	52	5,402	52	5,486	52	5,396	52	5,654	52	5,524	52	6,016	52	5,961	52	5,668	52	5,523
PROCTER & GAMBLE CO	5,836	122	8,283	122	8,519	122	8,516	122	8,462	122	8,197	122	7,942	122	7,473	122	7,599	88	5,650	88	5,914	88	5,951	73	4,640
PRUDENTIAL FINANCIAL INC	7,870	138	7,360	138	7,413	138	7,873	138	7,522	138	7,522	138	6,663	138	6,683	127	5,899	127	7,689	127	8,051	127	7,767	127	7,269
QUALCOMM INC	4,789	124	7,671	124	7,889	124	7,268	124	7,746	124	7,621	124	7,400	124	6,904	124	7,137	124	7,915	124	8,439	124	7,737	140	8,235
SCHLUMBERGER LTD	7,528	112	7,788	97	6,974	97	6,744	86	6,244	86	6,245	86	6,128	86	5,606	86	5,463	86	6,376	67	4,704	67	5,218	67	5,036
THE TRAVELERS COMPANIES	5,220	98	7,038	98	6,940	98	6,952	98	6,689	98	6,345	98	6,140	98	6,256	98	6,124	98	6,303	98	5,802	98	5,681	98	5,714
VIACOM INC	5,639	104	5,485	104	5,367	104	5,334	104	5,573																
VISA INC	3,029	43	6,518	43	6,452	43	5,967	43	5,774	43	5,524	43	5,550	43	5,316	43	4,967	61	7,502	61	7,198	61	7,112	61	6,139
WALT DISNEY COMPANY										108	5,343	137	6,732	137	6,645	179	8,182	179	7,717	179	7,837	179	7,516	179	6,963
THERMO FISHER SCIENTIFIC																			112	6,329	112	6,342	112	5,925	
GENERAL MILLS INC																85	3,254	85	3,331	85	3,353	85	3,256	112	4,495
LUFKIN INDUSTRIES	80,800	156,750	9,111,878	163,320	8,943,403	165,320	8,267,653	165,320	8,897,522	167,320	8,770,914	167,320	7,705,086	167,320	9,088,822	167,320	9,615,880	167,320	12,856,869	167,320	13,494,358	167,320	13,325,365	167,320	12,585,810
TOTALS	257,936		9,335,067		9,166,776		8,488,577		9,122,069		8,989,880		7,920,694		9,301,672		9,821,211		13,078,595		13,718,753		13,542,419		12,791,026
AVERAGE SECURITIES BALANCE	10,439,728																								
CASH IN GS	7,409		91,010		302,529		195,064		204,505		60,083		58,340		57,326		35,626		35,410		47,109		25,591		26,622
GS INVESTMENTS	184,545		314,199		525,902		415,988		429,052		279,049		273,948		270,176		240,957		257,136		271,504		242,645		231,838

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, 2012

CASH BALANCES	BOOK VALUE	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES	MARKET VALUES
	12/31/2012	December	November	October	September	August	July	June	May	April	March	February	January
Bancorp South	10,714	28,227	23,414	1,440	2,765	4,089	4,439	4,438	9,263	14,200	14,411	22,008	29,603
Goldman Sachs	91,010	196,770	248,797	199,785	132,294	59,212	57,833	46,476	35,518	41,260	36,351	26,106	26,750
TOTALS	101,724	224,996	272,211	201,224	135,059	63,301	62,272	50,914	44,781	55,460	50,762	48,114	56,353
AVERAGE BALANCE	<u>113,931</u>												

	JAN		FEB		MAR		APR		MAY		JUN	
Bancorp South	DEC	29,700	JAN	29,506	FEB	14,510	MAR	14,312	APR	14,088	MAY	4,438
	JAN	<u>29,506</u>	FEB	<u>14,510</u>	MAR	<u>14,312</u>	APR	<u>14,088</u>	MAY	<u>4,438</u>	JUN	<u>4,438</u>
	AVG	29,603	AVG	22,008	AVG	14,411	AVG	14,200	AVG	9,263	AVG	4,438
	JUL		AUG		SEP		OCT		NOV		DEC	
	JUN	4,438	JUL	4,439	AUG	3,739	SEP	1,790	OCT	1,089	NOV	45,739
	JUL	<u>4,439</u>	AUG	<u>3,739</u>	SEP	<u>1,790</u>	OCT	<u>1,089</u>	NOV	<u>45,739</u>	DEC	<u>10,714</u>
	AVG	4,439	AVG	4,089	AVG	2,765	AVG	1,440	AVG	23,414	AVG	28,227

	JAN		FEB		MAR		APR		MAY		JUN	
Goldman Sachs	DEC	26,878	JAN	26,621	FEB	25,591	MAR	47,109	APR	35,410	MAY	35,626
	JAN	<u>26,621</u>	FEB	<u>25,591</u>	MAR	<u>47,109</u>	APR	<u>35,410</u>	MAY	<u>35,626</u>	JUN	<u>57,326</u>
	AVG	26,750	AVG	26,106	AVG	36,350	AVG	41,260	AVG	35,518	AVG	46,476
	JUL		AUG		SEP		OCT		NOV		DEC	
	JUN	57,326	JUL	58,340	AUG	60,083	SEP	204,505	OCT	195,064	NOV	302,529
	JUL	<u>58,340</u>	AUG	<u>60,083</u>	SEP	<u>204,505</u>	OCT	<u>195,064</u>	NOV	<u>302,529</u>	DEC	<u>91,010</u>
	AVG	57,833	AVG	59,212	AVG	132,294	AVG	199,785	AVG	248,797	AVG	196,770