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

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OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

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

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) ☐ Other (specify) _____
J Accounting method ☒ Cash ☐ Accrual
► \$ 203,665,255. (Part I, column (d) must be on cash basis)

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 ☐

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)	63,055.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,017,652.	1,017,652.		
	4 Dividends and interest from securities	966,407.	966,407.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,466,653.	STATEMENT 1		
	b Gross sales price for all assets on line 6a	32,251,307.			
	7 Capital gain net income (from Part IV, line 2)		1,451,337.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 2	29,005,131.	28,964,506.			
12 Total. Add lines 1 through 11	32,518,898.	32,399,902.			
ADMINISTRATIVE EXPENSES AND OPERATING	13 Compensation of officers, directors, trustees, etc.	816,303.	351,100.		465,203.
	14 Other employee salaries and wages	369,977.	131,811.		238,166.
	15 Pension plans, employee benefits	26,552.	9,665.		16,887.
	16a Legal fees (attach schedule) SEE ST 3	5,260.	4,471.		789.
	b Accounting fees (attach sch) SEE ST 4	46,930.	39,891.		7,039.
	c Other prof fees (attach sch) SEE ST 5	89,411.	75,999.		13,412.
	17 Interest				
	18 Taxes (attach schedule) (see instrs) SEE STM 6	2,239,437.	1,604,391.		37,473.
	19 Depreciation (attach sch) and depletion	211,414.	87,005.		
	20 Occupancy				
	21 Travel, conferences, and meetings	15,096.	7,548.		7,548.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 7	1,819,387.	1,054,970.		764,417.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,639,767.	3,366,851.		1,550,934.
	25 Contributions, gifts, grants paid PART XV	7,263,783.			7,263,783.
26 Total expenses and disbursements. Add lines 24 and 25	12,903,550.	3,366,851.	0.	8,814,717.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	19,615,348.				
b Net investment income (if negative, enter -0-)		29,033,051.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		5,288,984.	8,395,076.	8,395,076.
	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 instructions)				
	7	Other notes and loans receivable (attach sch)	916,625.			
		Less: allowance for doubtful accounts		2,130,954.	916,625.	916,625.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			13,290.	13,290.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)		48,757,953.	52,454,573.	62,935,540.
	c	Investments — corporate bonds (attach schedule)		22,910,392.	23,871,673.	23,477,192.
	LIABILITIES	11	Investments — land, buildings, and equipment basis	36,298,158.		
		Less: accumulated depreciation (attach schedule)	SEE STMT 8	518,067.	25,562,040.	35,780,091.
12		Investments — mortgage loans				
13		Investments — other (attach schedule)		4,726,644.	7,244,314.	9,232,099.
14		Land, buildings, and equipment basis	5,986,202.			
		Less: accumulated depreciation (attach schedule)	SEE STMT 9	332,735.	5,319,196.	5,653,467.
15		Other assets (describe SEE STATEMENT 10)		5,502,493.	5,273,221.	63,200,000.
16		Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)		120,199,156.	139,602,830.	203,665,255.
17		Accounts payable and accrued expenses				
18		Grants payable				
NET FUND ASSETS OR BALANCES	19	Deferred revenue		57,907.		
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)		336,728.		
	23	Total liabilities (add lines 17 through 22)		394,635.	0.	
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	25	Unrestricted				
	26	Temporarily restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X			
	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		119,804,521.	139,602,830.		
30	Total net assets or fund balances (see instructions)		119,804,521.	139,602,830.		
31	Total liabilities and net assets/fund balances (see instructions)		120,199,156.	139,602,830.		

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	119,804,521.
2	Enter amount from Part I, line 27a	2	19,615,348.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	184,096.
4	Add lines 1, 2, and 3	4	139,603,965.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	1,135.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	139,602,830.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 13				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,451,337.
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))
2012	5,163,832.	162,284,391.	0.031820
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

2 Total of line 1, column (d)	2	0.409196
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	0.081839
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	184,957,838.
5 Multiply line 4 by line 3	5	15,136,765.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	290,331.
7 Add lines 5 and 6	7	15,427,096.
8 Enter qualifying distributions from Part XII, line 4	8	9,273,398.

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	580,661.
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	580,661.
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	580,661.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	594,027.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	594,027.	
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	13,366.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 13,366. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.HW-FOUNDATION.COM</u>	13	X	
14	The books are in care of <u>BEN JONES</u> Telephone no <u>(281) 342-2044</u> Located at <u>611 MORTON STREET RICHMOND TX</u> ZIP + 4 <u>77469</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, 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)?		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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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 2013 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 2013.)		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5 b****X****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)

6 a 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?

If 'Yes' to 6b, file Form 8870

6 b**X****7 a** 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

7 b**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 14		773,498.	42,805.	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 611 MORTON STREET RICHMOND, TX 77469	OFFICE MGR 35	64,360.	1,930.	0.
JULIE D. GASTON 611 MORTON STREET RICHMOND, TX 77469	GRANTS COORD. 40	74,567.	13,037.	0.
MARIA D. CRUZ 611 MORTON STREET RICHMOND, TX 77469	ADM. ASST. 40	62,841.	12,577.	0.
MATTHEW I. JOHNSON P.O. BOX 148 FISCHER, TX 78623	CENTER DIR. 40	76,413.	13,236.	0.
KATHY A. TESH 611 MORTON STREET RICHMOND, TX 77469	EXEC. ASSIST. 40	50,083.	12,134.	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.	
2 SEE STATEMENT 15	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	85,107,006.
b	Average of monthly cash balances	1b	8,414,749.
c	Fair market value of all other assets (see instructions)	1c	94,252,700.
d	Total (add lines 1a, b, and c)	1d	187,774,455.
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	187,774,455.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,816,617.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	184,957,838.
6	Minimum investment return. Enter 5% of line 5	6	9,247,892.

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	9,247,892.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	580,661.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	580,661.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,667,231.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,667,231.
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	8,667,231.

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	8,814,717.
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	458,681.
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	9,273,398.
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	9,273,398.

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

For 990-PF (2013) THE HENDERSON-WESSENDORFF FOUNDATION

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				8,667,231.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			619,492.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	0.			
f Total of lines 3a through e			619,492.	
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 9,273,398.				
a Applied to 2012, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required — see instructions)	0.			8,653,906.
c Treated as distributions out of corpus (Election required — see instructions)	0.			0.
d Applied to 2013 distributable amount	0.			
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
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				
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 2012. Subtract line 4a from line 2a. Taxable amount — see instructions				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				13,325.
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 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Form 990-PF (2013)

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 SEE ATTACHED, TX 77469	SEE ATTACHED L	501C3	SEE ATTACHED	7,263,783.
Total			3 a	7,263,783.
b Approved for future payment				
Total			3 b	

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) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,017,652.	
4	Dividends and interest from securities			14	966,407.	
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	900099	15,316.	18	1,451,337.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	SEE STATEMENT 17		41,446.		28,963,685.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		56,762.		32,399,081.	
13	Total. Add line 12, columns (b), (d), and (e)					32,455,843.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE HENDERSON-WESSENDORFF FOUNDATION

Employer identification number

74-6047149

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

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

Special Rules

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

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, 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, Schedule B (Form 990, 990-EZ, or 990-PF) (2013)
or 990-PF.

Name of organization

Employer identification number

THE HENDERSON-WESSENDORFF FOUNDATION

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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	\$ 63,055.	Person ☒ Payroll ☒ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE HENDERSON-WESSENDORFF FOUNDATION

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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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

► \$ N/A

Use duplicate copies of Part III if additional space is needed

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

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

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STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	K-1 CAP GAIN: EAGLE INCOME APPR II		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:	15,316.		
COST OR OTHER BASIS:	0.		
BASIS METHOD:	COST		
		GAIN (LOSS)	15,316.
		TOTAL \$	<u>15,316.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
K-1: CAPITAL ROYALTY	\$ -85,654.	\$ -85,654.	
K-1: CLIFTON DEF.	-11,265.	-11,265.	
K-1: EAGLE INC NON DED EX	-821.		
K-1: EAGLE INC NOT UBTI	-269,546.	-269,546.	
K-1: EAGLE INC UBTI	41,446.		
MISC INCOME	5,007.	5,007.	
R.O. W., WATER SALES, ETC	1,527,747.	1,527,747.	
RENTS - BUILDING & PASTUR	124,451.	124,451.	
ROYALTIES-BHP BILLITON	161,993.	161,993.	
ROYALTIES-BHP BILLITON	32,632.	32,632.	
ROYALTIES-CRAWFORD HUGHES	57,086.	57,086.	
ROYALTIES-ENERGY CORP	22.	22.	
ROYALTIES-EXXON MOBIL	2,209.	2,209.	
ROYALTIES-FULSHEAR O&G	24,332.	24,332.	
ROYALTIES-HILCORP	1,060.	1,060.	
ROYALTIES-STATOIL	1,823,192.	1,823,192.	
ROYALTIES-TALISMAN	2,025,111.	2,025,111.	
ROYALTY INCOME-OTHER	23,526,389.	23,526,389.	
WELL SPRING INCOME	19,740.	19,740.	
TOTAL	<u>\$29,005,131.</u>	<u>\$28,964,506.</u>	<u>\$ 0.</u>

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FEDERAL STATEMENTS

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STATEMENT 3
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	\$ 5,260.	\$ 4,471.		\$ 789.
TOTAL	\$ 5,260.	\$ 4,471.	\$ 0.	\$ 789.

STATEMENT 4
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	\$ 46,930.	\$ 39,891.		\$ 7,039.
TOTAL	\$ 46,930.	\$ 39,891.	\$ 0.	\$ 7,039.

STATEMENT 5
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	\$ 89,411.	\$ 75,999.		\$ 13,412.
TOTAL	\$ 89,411.	\$ 75,999.	\$ 0.	\$ 13,412.

STATEMENT 6
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON 990-PF (EXCISE TAX)	\$ 585,906.			
TAX ON 990-T (UBI TAX)	11,667.			
TAXES - AD VALOREM	570,468.	\$ 570,468.		
TAXES - FOREIGN	37,927.	37,927.		
TAXES - PAYROLL	58,919.	21,446.		\$ 37,473.
TAXES & FEES - ROYALTY 1099S	974,550.	974,550.		
TOTAL	\$ 2,239,437.	\$ 1,604,391.	\$ 0.	\$ 37,473.

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STATEMENT 7
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	\$ 35,791.	\$ 17,896.		\$ 17,895.
BANK & INVESTMENT MGMT FEES	625,353.	625,353.		
CONSULTING FEES	1,073.	537.		536.
CONTRACT SERVICES	7,436.	3,718.		3,718.
DEPLETION	229,271.	229,271.		
DUES & SUBSCRIPTIONS	28,210.	5,642.		22,568.
EMPLOYEE BENEFITS-ADMIN	62,469.	22,739.		39,730.
EQUIPMENT RENTAL	4,727.	2,363.		2,364.
EXPENSE REIMBURSEMENTS	-94,043.	-94,043.		
INSURANCE	38,142.	19,071.		19,071.
INVESTMENT FEES	20,417.	20,417.		
LONG ACRES RANCH MAINTENANCE	83,973.			83,973.
LONG ACRES RANCH SUPPLIES	10,856.			10,856.
LONG ACRES RANCH UTILITIES	18,337.			18,337.
MAINTENANCE - JANITORIAL SERVICE	14,789.	14,789.		
MAINTENANCE & REPAIRS	72,284.	72,284.		
MEETING SUPPLIES	2,326.	1,163.		1,163.
MISCELLANEOUS EXPENSE	1,263.	1,263.		
OFFICE & BUILDING SUPPLIES	17,299.	16,434.		865.
PAYROLL FEES	2,143.	780.		1,363.
POSTAGE & DELIVERY	1,960.	980.		980.
STAFF LEASING	1,916.	958.		958.
UTILITIES	29,532.	29,532.		
WELL SPRING AUTO	14,799.			14,799.
WELL SPRING EMPLOYEE BENEFITS	46,516.	16,932.		29,584.
WELL SPRING INSURANCE	89,043.			89,043.
WELL SPRING MAINTENANCE & REPAIRS	138,731.			138,731.
WELL SPRING MAINT-TRASH SERVICE	2,026.			2,026.
WELL SPRING MAINT-WATER PLANT EXP	14,213.			14,213.
WELL SPRING MISCELLANEOUS	492.			492.
WELL SPRING PAYROLL FEES	1,010.	367.		643.
WELL SPRING RETIREMENT PLAN	5,511.	2,006.		3,505.
WELL SPRING SALARIES	200,814.	38,926.		161,888.
WELL SPRING SUPPLIES	24,258.			24,258.
WELL SPRING TAXES - PAYROLL	15,362.	5,592.		9,770.
WELL SPRING UTILITIES	51,088.			51,088.
TOTAL	\$ 1,819,387.	\$ 1,054,970.	\$ 0.	\$ 764,417.

STATEMENT 8
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.	\$ 70,732.	\$ 8,378.	\$ 24,000.
FURNITURE AND FIXTURES	271,925.	204,125.	67,800.	67,800.
BUILDINGS	749,413.	130,924.	618,489.	864,680.
IMPROVEMENTS	553,574.	112,286.	441,288.	441,288.
LAND	34,644,136.		34,644,136.	29,054,214.
TOTAL	\$ 36,298,158.	\$ 518,067.	\$ 35,780,091.	\$ 30,451,982.

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STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 35,999.	\$ 14,400.	\$ 21,599.	\$ 21,599.
FURNITURE AND FIXTURES	113,924.	20,732.	93,192.	93,192.
BUILDINGS	3,730,281.	284,709.	3,445,572.	2,063,190.
IMPROVEMENTS	223,188.	12,894.	210,294.	210,000.
LAND	1,882,810.		1,882,810.	2,654,970.
TOTAL	\$ 5,986,202.	\$ 332,735.	\$ 5,653,467.	\$ 5,042,951.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	\$ 5,273,221.	\$ 63,200,000.
TOTAL	\$ 5,273,221.	\$ 63,200,000.

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

WELLS FARGO INCREASE TO EXXON BASIS	\$ 184,096.
TOTAL	\$ 184,096.

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

TIMING DIFFERENCE	\$ 1,135.
TOTAL	\$ 1,135.

STATEMENT 13
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 #8804 LT COVERED	PURCHASED	VARIOUS	VARIOUS
2	WF #8804 LT COVERED	PURCHASED	VARIOUS	VARIOUS
3	WF #8804 LT NON COVERED	PURCHASED	VARIOUS	VARIOUS
4	WF #5800 ST NON COVERED	PURCHASED	VARIOUS	VARIOUS
5	WF #5800 LT NON COVERED	PURCHASED	VARIOUS	VARIOUS
6	WF #8800 ST NON COVERED	PURCHASED	VARIOUS	VARIOUS
7	WF #8800 LT COVERED	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 13 (CONTINUED)
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
8	WF #8800 LT NON COVERED	PURCHASED	VARIOUS	VARIOUS
9	WF #8801 ST COVERED	PURCHASED	VARIOUS	VARIOUS
10	WF #8801 ST NON COVERED	PURCHASED	VARIOUS	VARIOUS
11	WF #8801 LT NON COVERED	PURCHASED	VARIOUS	VARIOUS
12	WF #8803 ST COVERED	PURCHASED	VARIOUS	VARIOUS
13	WF #8803 LT COVERED	PURCHASED	VARIOUS	VARIOUS
14	WF #8803 LT NON COVERED	PURCHASED	VARIOUS	VARIOUS
15	WF #8802 ST COVERED	PURCHASED	VARIOUS	VARIOUS
16	WF #8802 LT COVERED	PURCHASED	VARIOUS	VARIOUS
17	WF #8802 LT NON COVERED	PURCHASED	VARIOUS	VARIOUS
18	INSTALLMENT SALE FBFHC	PURCHASED	VARIOUS	VARIOUS
19	BOARDWALK SERVICES 1099-S	PURCHASED	VARIOUS	VARIOUS
20	LESS GAIN REPORTED IN PRIOR YEAR	PURCHASED	VARIOUS	VARIOUS
21	K-1 CAP GAIN: CLIFTON DEFENSIVE	PURCHASED	VARIOUS	VARIOUS
22	K-1 CAP GAIN: EAGLE INCOME APPR NON UBTI	PURCHASED	VARIOUS	VARIOUS
23	K-1 CAP GAIN: CAPITAL ROYALTY	PURCHASED	VARIOUS	VARIOUS
24	CAPITAL GAIN DIVIDENDS			

	(E) GROSS	(F) DEPREC.	(G) COST	(H) GAIN	(I) FMV	(J) ADJ. BAS.	(K) EXCESS	(L) GAIN
ITEM	SALES	ALLOWED	BASIS	(LOSS)	12/31/69	12/31/69	(I) - (J)	(LOSS)
1	233,981.		196,510.	37,471.				\$ 37,471.
2	925,977.		691,620.	234,357.				234,357.
3	1531906.		971,850.	560,056.				560,056.
4	601,194.		623,103.	-21,909.				-21,909.
5	10275247.		10241231.	34,016.				34,016.
6	1393411.		1253067.	140,344.				140,344.
7	104,976.		51,693.	53,283.				53,283.
8	838,119.		599,373.	238,746.				238,746.
9	241,568.		199,156.	42,412.				42,412.
10	927,707.		810,037.	117,670.				117,670.
11	918,005.		1042057.	-124,052.				-124,052.
12	202,256.		187,362.	14,894.				14,894.
13	1171249.		1454647.	-283,398.				-283,398.
14	1850685.		1941557.	-90,872.				-90,872.
15	8222599.		8298132.	-75,533.				-75,533.
16	17,038.		17,439.	-401.				-401.
17	2210624.		2187877.	22,747.				22,747.
18	57,907.		0.	57,907.				57,907.
19	1,677.		0.	1,677.				1,677.
20	0.		17,943.	-17,943.				-17,943.
21	146,098.		0.	146,098.				146,098.
22	178,408.		0.	178,408.				178,408.
23	15,239.		0.	15,239.				15,239.
24								170,120.

TOTAL \$ 1451337.

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STATEMENT 14
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 D. ROBINSON 611 MORTON STREET RICHMOND, TX 77469	C.O.B./GRANTS 40.00	\$ 128,077.	\$ 12,192.	\$ 0.
CHARLES PAT MCDONALD 611 MORTON STREET RICHMOND, TX 77469	PRESIDENT & CEO 40.00	302,336.	22,126.	0.
JACK H. MOORE 2116 THOMPSON ROAD, SUITE #116 RICHMOND, TX 77469	SEC/DIR/LEGAL 10.00	68,775.	0.	0.
BEN JONES 611 MORTON STREET RICHMOND, TX 77469	CFO 40.00	222,500.	8,487.	0.
LANE WARD 611 MORTON STREET RICHMOND, TX 77469	DIRECTOR 2.00	18,000.	0.	0.
BARBARA BLEIL 611 MORTON STREET RICHMOND, TX 77469	DIRECTOR 2.00	16,500.	0.	0.
SETH DELEERY 611 MORTON STREET RICHMOND, TX 77469	DIRECTOR 2.00	17,310.	0.	0.
WILL ROBERTSON 611 MORTON STREET RICHMOND, TX 77469	DIRECTOR 2.00	0.	0.	0.
TOTAL		\$ 773,498.	\$ 42,805.	\$ 0.

STATEMENT 15
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
OPERATION OF LONG ACRES RANCH AND MISS JANEY'S HOUSE. HOUSE IS USED AS A LOW-COST, RETREAT-LIKE MEETING VENUE BY 501(C) (3) ORGANIZATIONS AND LOCAL 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.	

THE HENDERSON-WESSENDORFF FOUNDATION

74-6047149

10/18/14

07:44PM

STATEMENT 16
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 17
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
K-1: CAPITAL ROYALTY			14	\$ -85,654.	
K-1: CLIFTON DEF.			14	-11,265.	
K-1: EAGLE INC NON DED EX			14	-821.	
K-1: EAGLE INC NOT UBTI			14	-269,546.	
K-1: EAGLE INC UBTI	900099	\$ 41,446.			
MISC INCOME			14	5,007.	
R.O. W., WATER SALES, ETC			16	1,527,747.	
RENTS - BUILDING & PASTUR			16	124,451.	
ROYALTIES-BHP BILLITON			15	161,993.	
ROYALTIES-BHP BILLITON			15	32,632.	
ROYALTIES-CRAWFORD HUGHES			15	57,086.	
ROYALTIES-ENERGY CORP			15	22.	
ROYALTIES-EXXON MOBIL			15	2,209.	
ROYALTIES-FULSHEAR O&G			15	24,332.	
ROYALTIES-HILCORP			15	1,060.	
ROYALTIES-STATOIL			15	1,823,192.	
ROYALTIES-TALISMAN			15	2,025,111.	
ROYALTY INCOME-OTHER			15	235,263.89.	
WELL SPRING INCOME			16	19,740.	
TOTAL		\$ 41,446.		\$ 289,636.85.	\$ 0.

2013

FEDERAL SUPPORTING DETAIL

PAGE 1

THE HENDERSON-WESSENDORFF FOUNDATION

74-6047149

10/18/14

07 44PM

OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

INTEREST INCOME	\$	874,894.
INTEREST INCOME FROM K-1S		142,758.
TOTAL	\$	<u>1,017,652.</u>

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

WF - FIDUCIARY	\$	7,801,142.
WF - AVALON		7,610,262.
WF - WCM		4,944,944.
WF - MITCHELL		15,175,249.
WF - MUTUAL FUNDS		16,497,629.
INDUSTRY BANCSHARES		425,347.
TOTAL	\$	<u>52,454,573.</u>

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

WF - IMA ACCT	\$	23,871,673.
TOTAL	\$	<u>23,871,673.</u>

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

MEMBER INTEREST-CLIFTON DEF EQ LLC	\$	3,170,508.
PARTNERSHIP INT - EAGLE INCOME APPR II		3,001,875.
PARTNERSHIP INT - CAPITAL ROYALTY PTRS II		1,071,931.
TOTAL	\$	<u>7,244,314.</u>

BALANCE SHEET
INTANGIBLE ASSETS [O]

MINERAL INTERESTS	\$	6,505,042.
LESS ACC DEPLETION		-1,231,821.
TOTAL	\$	<u>5,273,221.</u>

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: January 15, 2013

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: February 24, 2014.

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.

LONG ACRES RANCH / MISS JANEY'S HOUSE**2013**

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u>GROUP TOTAL</u>
3/22 - 3/24	BOY SCOUTS - CAMPOUT TROOP 1630 FIRST UMC, ROSENBERG	45
4/24	BOY SCOUTS - LEADERSHIP TRAINING BRAZOS DISTRICT SAM HOUSTON AREA COUNCIL	8
5/8	RICHMOND FIRE DEPT. MANAGEMENT PLANNING SESSION.	10
9/13 - 9/15	BOY SCOUTS - LEADERSHIP CAMPOUT BRAZOS DISTRICT SAM HOUSTON AREA COUNCIL	9
10/18 - 10/20	BOY SCOUTS - CAMPOUT TROOP 1002 ST. JOHN'S UMC, RICHMOND	85
10/26	AGRILIFE CAMPOUT TAMU AGRILIFE EXTENSION SERVICE STAFF CAMPOUT / WILDLIFE OBSERVATION	5
11/8 - 1/10	BOY SCOUTS - WEBELOS WOODS JOINT CAMPOUT BRAZOS DISTRICT SAM HOUSTON AREA COUNCIL	307
11/15 - 11/17	CUB SCOUT CAMPOUT PACK 1115 BRAZOS DISTRICT, SHAC	21
11/24	CALVARY EPISCOPAL CHURCH YOUTH GROUP SCAVENGER HUNT & CAMPFIRE DEVOTIONAL CALVARY EPISCOPAL CHURCH, RICHMOND	19
TOTAL		509

WELL SPRING CALENDAR**2013**

<u>DATE</u>	<u>NAME AND ADDRESS OF ORGANIZATION</u>	<u>GROUP TOTAL</u>
1/2/13-1/4/13	NORTHWEST BAPTIST CHURCH 6301 WOODROW AVENUE AUSTIN, TEXAS 78757	12
1/10/13-1/11/13	NATURE AND THE QUEST FOR MEANING TEXAS STATE UNIVERSITY SAN MARCOS, TEXAS 78666-4684	11
1/11/13-1/12/13	VICTORY BAPTIST CHURCH 1775 E. FM 1431 P.O. BOX 787 CEDAR PARK, TX 78630	38
1/25/13-1/27/13	ST. FRANCIS EPISCOPAL CHURCH 6522 BLUEMEL ROAD SAN ANTONIO, TEXAS 78240	10
1/25/13-1/26/13	THE EPISCOPAL STUDENT CENTER 209 W 27TH ST. AUSTIN, TEXAS 78705	20
2/1/13-2/3/13	OUR LADY'S MARONITE CATHOLIC CHURCH 1320 EAST 51 ST. AUSTIN, TEXAS 78723	113
2/4/13-2/6/13	LUTHERAN CAMPUS MINISTRY 9944 LESLIE ROAD SAN ANTONIO, TX 78254	15
2/7/13-2/10/13	CHURCH OF THE GOOD SHEPHERD 1065 EAST LIVE OAK ROAD SCHERTZ, TEXAS 78154	152
2/15/13-2/17/13	ST. RICHARD'S EPISCOPAL CHURCH 1420 PALM VALLEY BLVD. ROUND ROCK, TEXAS 78664	60
2/18/2013	ST. MARK THE EVANGELIST 1602 THOUSAND OAKS DRIVE SAN ANTONIO, TEXAS 78232-2338	19

2/22/13-2/24/13	ST. PATRICK CATHOLIC CHURCH 2500 LIMMER LOOP HUTTO, TEXAS 78634	57
2/25/13-2/27/13	RICE UNIVERSITY DEPARTMENT OF EARTH SCIENCE MS 126 P.O. BOX 1892 HOUSTON, TEXAS 77251-1892	6
3/1/13-3/3/13	ARCHDIOCESE OF SAN ANTONIO 2718 WEST WOODLAWN AVE SAN ANTONIO, TEXAS 78228-0410	35
3/1/13-3/3/13	ST. JULIAN OF NORWICH EPISCOPAL CHURCH 7700 CAT HOLLOW DR. AUSTIN, TEXAS 78681	14
• 3/9/13-3/10/13	ST. GEORGE EPISCOPAL CHURCH 6900 WEST AVENUE SAN ANTONIO, TEXAS 78213	22
3/9/13-3/11/13	THE LONGHORN BAPTIST STUDENT MINISTRY 2204 SAN ANTONIO ST. AUSTIN, TEXAS 78705	54
3/18/13-3/22/13	ST. MATTHEW'S EPISCOPAL CHURCH 8134 MESA DR. AUSTIN, TX 78759-8678	1
3/21/2013	ST. ALBAN'S EPISCOPAL CHURCH 11819 SOUTH IH 35 AUSTIN, TEXAS 78747	8
3/31/2013	RICE UNIVERSITY EARTH SCIENCE DEPARTMENT P.O. BOX 1892 HOUSTON, TEXAS 77251	15
4/4/13-4/7/13	KYLE UNITED METHODIST CHURCH P.O. BOX 69 KYLE, TEXAS 78640	17
4/12/13-4/14/13	ST. FRANCIS EPISCOPAL CHURCH 4242 BLUEMEL ROAD SAN ANTONIO, TEXAS 78240	16

4/19/13-4/21/13	SAINT STEPHEN'S EPISCOPAL CHURCH 6000 - A FM 3237 WIMBERLY, TEXAS 78676	20
4/26/13-4/28/13	ST. GEORGE'S EPISCOPAL CHURCH 4301 NORTH IH-35 AUSTIN, TEXAS 78722	12
4/26/13-4/28/13	ALL SAINTS EPISCOPAL CHURCH 209 WEST 27TH STREET AUSTIN, TEXAS 78705	16
5/1/13-5/3/13	ST. BARTHOLOMEW'S EPISCOPAL CHURCH 622 AIRLINE ROAD CORPUS CHRISTI, TEXAS 78412	5
5/9/13-5/12/13	THE CHURCH OF THE GOOD SHEPHERD 1300 SCHERTZ PARKWAY SCHERTZ, TX 78154	140
5/18/13-5/20/13	PALMER DRUG ABUSE PROGRAM 10226 IRONSIDE SAN ANTONIO, TEXAS 78230	19
6/1/2013	ST. MARK THE EVANGELIST 1602 THOUSAND OAKS DRIVE SAN ANTONIO, TEXAS 78232-2338	38
6/7/13-6/9/13	ALL SAINTS EPISCOPAL CHURCH 1435 W. OAKLAWN P.O. BOX 732 PLEASANTON, TX 78064	37
6/7/13-6/9/13	ST. MATTHEW'S EPISCOPAL CHURCH 8134 MESA DRIVE AUSTIN, TEXAS 78759	23
6/21/13-6/23/13	ARCHDIOCESE OF SAN ANTONIO 2718 W. WOODLAWN AVE. P.O. BOX 28036 SAN ANTONIO, TX 78228	38
6/28/13-6/30/13	ST. PIUS X CHURCH 3303 URBAN CREST DRIVE SAN ANTONIO, TEXAS 78209-3199	42

7/12/13-7/14/13	HOLY COMFORTER EPISCOPAL CHURCH 2322 SPRING CYPRESS RD. SPRING, TX 77388	16	
7/15/13 - 7/16/13	ST. MARK THE EVANGELIST CATHOLIC CHURCH 1602 THOUSAND OAKS DRIVE SAN ANTONIO, TEXAS 78232	25	
7/18/13 - 7/21/13	ST. FERDINAND CATHOLIC CHURCH 29 MAIN STREET BLANCO, TEXAS 78606	72	
7/22/13-7/23/13	ST. PATRICK CATHOLIC CHURCH 2500 LIMMER LOOP HUTTO, TEXAS 78634	6	
7/26/13-7/28/13	HOLY FAMILY CATHOLIC CHURCH 245 S HIDALGO NEW BRAUNFELS, TEXAS 78130	127	
7/31/13-8/1/13	ST. JOSEPH CATHOLIC CHURCH - HONEY CREEK 25781 HWY. 46 WEST SPRING BRANCH, TEXAS 78070-3613	16	
8/2/13-8/4/13	GOOD SHEPHERD EPISCOPAL CHURCH 1207 WINDING WAY FRIENDSWOOD, TEXAS 77546	84	
8/8/13-8/11/13	HOLY FAMILY CATHOLIC CHURCH 245 S HIDALGO NEW BRAUNFELS, TEXAS 78130	78	
8/15/2013	ST. FRANCIS EPISCOPAL CHURCH 4242 BLUEMEL ROAD SAN ANTONIO, TEXAS 78240	10	
8/16/13-8/18/13	ST. BRIGID CATHOLIC CHURCH 6907 KITCHENER STREET SAN ANTONIO, TEXAS 78240-2718	62	
8/19/2013	ST. FERDINAND CATHOLIC CHURCH 25 MAIN ST. BLANCO, TEXAS 78606	28	- - - - -
8/20/13-8/22/13	LONGHORN BSM 2204 SAN ANTONIO ST. AUSTIN, TEXAS 78705	64	

8/23/13-8/25/13	TEXAS STATE BSM 518 N. LBJ DR. SAN MARCOS, TEXAS 78666	25
8/30/13-9/1/13	LONGHORN BSM 2204 SAN ANTONIO ST. AUSTIN, TEXAS 78705	50
9/6/13-9/8/13	ARCHDIOCESE OF SAN ANTONIO 2718 W WOODLAWN SAN ANTONIO, TEXAS 78228	32
9/6/13-9/7/13	THE EPISCOPAL STUDENT CENTER - UT 209 W. 27TH STREET AUSTIN, TEXAS 78705	17
9/13/13-9/15/13	UNIVERSITY UNITED METHODIST CHURCH 2409 GUADALUPE AUSTIN, TEXAS 78705	32
9/13/13-9/15/13	EPISCOPAL CHURCH OF THE RESURRECTION 2200 JUSTIN LANE AUSTIN, TEXAS 78757	19
9/16/2013	ST. FERDINAND CATHOLIC CHURCH 25 MAIN ST. BLANCO, TEXAS 78606	33
9/20/13-9/22/13	CHRIST CHAPEL AT TEXAS STATE 510 N. GUADALUPE SAN MARCOS, TEXAS 78666	14
9/20/13-9/22/13	BUDA UNITED METHODIST CHURCH 302 ELM STREET P.O. BOX 1196 BUDA , TEXAS 78610	14
9/26/13-9/29/13	ST. FERDINAND CATHOLIC CHURCH 25 MAIN STREET BLANCO, TEXAS 78606-4900	163
10/1/13-10/03/13	OUR LADY'S MARONITE CATHOLIC PARISH 1320 EAST 51ST STREET AUSTIN, TEXAS 78723	8

10/4/13-10/6/13	TEXAS STATE BSM 518 N. LBJ DRIVE SAN MARCOS, TEXAS 78666	32
10/6/2013	RICE UNIVERSITY P.O. BOX 1892 HOUSTON, TX 77251-1892	22
10/11/13-10/13/13	ST. PIUS X CHURCH 3303 URBAN CREST DR. SAN ANTONIO, TEXAS 78209-3199	27
10/18/13-10/20/13	ST. ALBAN'S EPISCOPAL CHURCH P.O. BOX 368 MANCHACA , TEXAS 78652	16
10/18/13-10/20/13	ST. ALBAN'S EPISCOPAL CHURCH P.O. BOX 368 MANCHACA, TEXAS 78652	9
3/13/13-3/19/13	ST. STEPHEN'S EPISCOPAL CHURCH 6000-A FM 3237 WIMBERLY, TEXAS 78676	24
10/24/13-10/27/13	ST. FERDINAND CATHOLIC CHURCH BLANCO 25 MAIN STREET BLANCO, TEXAS 78606-4900	120
11/1/13-11/3/13	ARCHDIOCESE OF SAN ANTONIO 2718 WOODLAWN AVE. P.O. BOX 28036 SAN ANTONIO, TEXAS 78228	42
11/7/13-11/10/13	ST. LUKE'S ON THE LAKE EPISCOPAL CHURCH 5600 RANCH ROAD 620 NORTH AUSTIN, TEXAS 78732-1823	21
11/8/13-11/10/13	SAINT BARTHOLOMEW'S EPISCOPAL CHURCH 622 AIRLINE ROAD CORPUS CHRISTI, TEXAS 78412	12
11/15/13-11/17/13	ST. GEORGE'S EPISCOPAL CHURCH 4301 N. IH 35 AUSTIN, TEXAS 78722	56

11/22/13-11/24/13	SAINT DOMINIC CATHOLIC CHURCH 5919 INGRAM ROAD SAN ANTONIO, TEXAS 78228	28
12/12/13-12/15/13	ST. JOSEPH CATHOLIC CHURCH - HONEY CREEK 25781 HWY 46 WEST SPRING BRANCH , TEXAS 78070-3613	51
12/16/13-12/17/13	SOUTHWESTERN TEXAS SYNOD 1090 OESTREICH DR. SEGUIN, TEXAS 78155	34
12/20/13 - 12/21/13	SAINT BRIGID CATHOLIC PARISH 3907 KITCHENER STREET SAN ANTONIO, TEXAS 78240-2718	28
12/26/13-12/29/13	HOLY FAMILY CATHOLIC CHURCH 152 FLORENCIA SAN ANTONIO, TEXAS 78228	188
TOTAL		2790

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

GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2013

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, 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	1,520,000
Morton Cemetery Association 611 Morton Street Richmond, TX 77469	None	501(c)(13) Cemetery Companies (public)	to fund the salary of a single Morton Cemetery Manager	40,000
St. John's School 2401 Claremont Lane Houston, TX 77019	None	Public Charity	for the construction of the Great Hall Complex in memory of Jim Elkins	125,000
Texana Center 4910 Airport Avenue, Building 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
Canyon Lake Fire Ems 8115 Fm 2673 Canyon Lake, TX 78133-6430	None	Public Charity	annual operating fund contribution	200
Friends of the Fort Bend County Historical Commission 301 Jackson St. Richmond, TX 77469	None	Public Charity	to purchase a ground penetrating radar unit	20,000
Brazos Bend Guardianship Services PO Box 72 Rosenberg, TX 77471	None	Public Charity	to provide general operating funds for client care management/supervision, client legal, insurance, travel, office supplies and equipment expenses	10,000

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2013

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Habitat For Humanity International 13570 Murphy Rd. Stafford, TX 77477	None	Public Charity	to construct one single family home during the 2013 Spring Build, to be located at 1202 Clay Street, and one single family home during the 2013 Fall Build, to be located on Collins Street	74,000
Blanco Volunteer Ambulance Service P. O. Box 632 Blanco, TX 78606	None	Public Charity	contribution in memory of Jack D. Felps	1,000
Second Baptist Church 6400 Woodway Drive Houston, TX 77057	None	Public Charity	contribution to Second Baptist Church's "Second Loves Kids" in memory of James Graham "Jimmy" Moses	1,000
YMCA of Greater Houston 911 Thompson Hwy. Richmond, TX 77469	None	Public Charity	to increase the T.W. Davis YMCA Outreach Programs in the Richmond and Rosenberg Communities	30,000
YMCA of Greater Houston 911 Thompson Hwy. Richmond, TX 77469	None	Public Charity	to construct a pavilion at Camp Cloud, a Fort Bend based YMCA Regional Day Camp, that will provide outdoor educational and recreational programming for area residents	50,000
Episcopal Theological Seminary Of The Southwest 501 East 32nd Street Austin, TX 78705	None	Public Charity	creation of The Loise Henderson Wessendorff Center for Christian Ministries and Vocation	2,500,000
Catholic Charities Of The Archdiocese 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	105,000

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

GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2013

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Blanco Volunteer Fire Department P. O. Box 868 Blanco, TX 78606-0868	None	Public Charity	annual contribution	200
Depression and Bipolar Support Alliance Greater Houston PO Box 27607 Houston, TX 77227	None	Public Charity	for program support for DBSA's operations in the Richmond and Rosenberg area	20,000
Lamar Educational Awards Foundation 3911 Avenue I Rosenberg, TX 77471	None	Public Charity	to help the students at Pink Elementary See the World, or at least part of Texas	16,000
The Menninger Clinic Foundation 12301 Main Street Houston, TX 77035	None	Public Charity	to further the McNair Initiative for Neuroscience Discovery at Menninger and Baylor College of Medicine (MIND-MB)	25,000
Fort Bend Forward 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
The University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	None	Public Charity	The Honorable Hilmar G. Moore Endowed Scholarship	500,000
Calvary Episcopal Church 702 Thompson Drive Richmond, TX 77469	None	Public Charity	to enhance the Worship Experience at Calvary Episcopal Church and improve our welcoming to new visitors	150,000

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

GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2013

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Fort Bend Forward 445 Commerce Green Blvd Sugar Land, TX 77478-3539	None	Public Charity	to create Fort Bend Volunteers, an additional component of the Leadership for Nonprofit Excellence program, which will train volunteers and volunteer managers for organizations located in the Richmond/Rosenberg area as well as East Fort Bend County.	11,000
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
Attack Poverty PO Box 1509 Richmond, TX 77406	None	Public Charity	Neighborhood Resource Center - North Richmond	250,000
Texana Center 4910 Airport Avenue, Building B Rosenberg, TX 77471	None	Public Charity	for renovation of a building to start a Crisis Observation/Respite Program	300,000
Conference Of Southwest Foundations 624 N Good-Latimer Ste 100 Dallas, TX 75204-5818	None	Public Charity	annual conference contribution	1,250
Fort Bend Forward 445 Commerce Green Blvd Sugar Land, TX 77478-3539	None	Public Charity	four \$2,500 scholarships to Richmond/Rosenberg students from Lamar CISD who are Youth in Philanthropy participants	10,000
Child Advocates of Fort Bend 5403 Ave N Rosenberg, TX 77471	None	Public Charity	Year 1: to develop specialized program for abused and neglected children aged 4-13: N.E.S.T. - 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

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2013

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Fort Bend Seniors P.O. Box 1488 Rosenberg, TX 77471	None	Public Charity	general operating funds to be used where most needed at time of funding	25,000
Pregnancy Resource Center of Fort Bend County 2918 Ave. I Rosenberg, TX 77471	None	Public Charity	to continue support of the Ultrasound Program which will enable PRC to retain the Nurse Manager who oversees the medical aspect of the Center, performs the ultrasounds and signs off on all pregnancy tests	20,000
Boy Scouts Of America 2225 North Loop West Houston, TX 77008	None	Public Charity	to support Scouting and Scoutreach efforts and expansion in Fort Bend County	30,000
Rosenberg Richmond Helping Hands 902 Collins Rd Richmond, TX 77469	None	Public Charity	for general operating funds (\$10,000) and to purchase food (\$5,000) and children's new underwear and socks (\$10,000)	25,000
St Ferdinand Catholic Church 25 Main Street Blanco, TX 78606	None	Public Charity	for the construction of a new church sanctuary	20,000
St Francis Episcopal Day School 335 Piney Point Road Houston, TX 77024	None	Public Charity	to be used strictly for the preservation of a historic structure known as the Richmond House which was originally located in Fort Bend County	250,000
Buggy Barn Museum Po Box 504 Blanco, TX 78606-0504	None	Public Charity	general operating funds	250
Catholic Charities Of The Archdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	None	Public Charity	emergency funds to support the Congregate Meal Program at the Mamie George Community Center	12,500

Henderson-Wessendorff Foundation

Attachment to Form 990-PF, Part XV

GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2013

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Habitat For Humanity International 13570 Murphy Rd. Stafford, TX 77477	None	Public Charity	to construct one single family home during the 2013 Spring Build, to be located at 1202 Clay Street, and one single family home during the 2013 Fall Build, to be located on Collins Street	46,000
Child Advocates of Fort Bend 5403 Ave N Rosenberg, TX 77471	None	Public Charity	to contribute unrestricted funds to the Voices for Children sustainable giving initiative	25,000
Lamar Educational Awards Foundation 3911 Avenue I Rosenberg, TX 77471	None	Public Charity	to purchase 75 iPads and a new sound system for the students of Pink Elementary	38,000
Boys And Girls Clubs Of Greater Houston 1520 A Airline Drive Houston, TX 77009	None	Public Charity	to support the building, operations and programming of the new club in Richmond and the operational expenses of the two existing clubs in Fort Bend County until such time as the Richmond Club is complete and fully operational	300,000
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 with a focus on North Richmond	15,000
Children's Museum of Houston 1500 Binz Houston, TX 77004-7112	None	Public Charity	to construct 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	50,000
Just Do It Now P.O. Box 787 Wharton, TX 77488	None	Public Charity	to hire a resource development director	15,000

Henderson-Wessendorff Foundation
Attachment to Form 990-PF, Part XV
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR - 2013

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
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
Attack Poverty PO Box 1509 Richmond, TX 77406	None	Public Charity	to support the You Can Academy, Boredom Busters, Jobs for Life, GED Prep, ESL, Faith & Finance and Home Repair programs benefiting the community of North Richmond	120,000
Blessed Be Hope For Three 10200 W. Airport, Suite 100 Stafford, TX 77477	None	Public Charity	to provide support for the Family Resource and Assistance programs	40,000
Friends of the Fort Bend County Historical Commission 301 Jackson St. Richmond, TX 77469	None	Public Charity	to make available to the public certain out-of-print local history books and transcriptions of oral histories	39,000
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
The Tstc Foundation 3801 Campus Dr Waco, TX 76705-1607	None	Public Charity	to conduct a target industry assessment and workforce analysis for Fort Bend County to ultimately determine the programs which should be offered by TSTC	17,133
Calvary Episcopal Church 702 Thompson Drive Richmond, TX 77469	None	Public Charity	contribution to Calvary Episcopal Church in memory of Patty Robinson (use of funds to be determined)	100,000
			TOTAL:	7,263,783